

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE:	§	
UPH HOLDINGS, INC.	§	CASE NO. 13-10570
PAC-WEST TELECOMM, INC.	§	CASE NO. 13-10571
TEX-LINK COMMUNICATIONS, INC.	§	CASE NO. 13-10572
UNIPOINT HOLDINGS, INC.	§	CASE NO. 13-10573
UNIPOINT ENHANCED SERVICES, INC.	§	CASE NO. 13-10574
UNIPOINT SERVICES, INC.	§	CASE NO. 13-10575
NWIRE, LLC	§	CASE NO. 13-10576
PEERING PARTNERS COMMUNICATIONS, LLC	§	CASE NO. 13-10577
	§	
DEBTORS.	§	CHAPTER 11
	§	
EIN: 45-1144038; 68-0383568; 74- 2729541; 20-3399903; 74-3023729; 38- 3659257; 37-1441383; 27-2200110; 27- 4254637	§	
	§	
6500 RIVER PL. BLVD., BLDG. 2, # 200 AUSTIN, TEXAS 78730	§	JOINTLY ADMINISTERED UNDER CASE NO. 13-10570-TMD

RECEIVED-FPSC
14 AUG 20 AM 9:17
COMMISSION
CLERK

SECOND AND FINAL APPLICATION OF QSI CONSULTING, INC., FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
PROFESSIONALS FOR THE PERIOD MAY 31, 2013 THROUGH JUNE 30, 2014

THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO YOUR INTERESTS.

IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN MAY BE GRANTED WITHOUT A HEARING BEING HELD.

A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE HELD.

TO THE HONORABLE TONY M. DAVIS,
UNITED STATES BANKRUPTCY JUDGE:

QSI Consulting, Inc. ("QSI"), financial advisor to the Official Committee of

Unsecured Creditors (the "Committee") of UPH Holdings, Inc., *et al.*, (collectively, the

“Debtors”) appointed in the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), hereby submits its second and final fee application (the “Application”), pursuant to Sections 328(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016 of the Local Bankruptcy Rules for the Western District of Texas (the “Local Bankruptcy Rules”), this Court’s *Order Granting Debtors’ Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedures* (the “Compensation Order”) dated May 15, 2013¹ and Section 4.1.2 of the Plan (as defined below), for allowance of compensation for the professional services performed by QSI for and on behalf of the Committee from May 31, 2013 through and including June 30, 2014 (the “Fee Period”) and for reimbursement of its actual and necessary expenses incurred during the Fee Period. In support of the Application, QSI respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief requested herein are sections 328(a) and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016 and Local Rule 2016.

BACKGROUND

2. On March 28, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of Texas, Austin Division (the “Court”). Since the Petition Date, the Debtors have continued in possession of their properties and have continued to operate and

¹ Docket Entry No. 186.

manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On April 15, 2013, the Office of the United States Trustee for Region 7 (the "U.S. Trustee") appointed the Committee consisting of: Samsara Communications, Inc., AOL, Inc., Genband US LLC, One Communications Corp./Earth Link, Inc., and Alpheus Communications LLC.² On April 18, 2013, the U.S. Trustee appointed two additional members to the Committee: Pacific Bell Telephone d/b/a AT&T California and Cogent Communications. No other official committees have been appointed or designated in these Chapter 11 Cases.

4. On July 26, 2013, the Court entered an order authorizing the Committee to retain QSI as the Committee's financial advisor *nunc pro tunc* to May 31, 2013 (the "QSI Retention Order") to provide discrete advisory services related to Carrier Compensation Issues (as defined below).³ Among other things, the Retention Order authorizes the compensation and reimbursement of QSI in accordance with sections 328(a) and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Compensation Order.

5. On September 23, 2013, the Debtors submitted the *Debtors' Chapter 11 Plan of Reorganization* with a related disclosure statement and liquidating trust agreement (collectively, the "Initial Plan Documents") to this Court.⁴ The Initial Plan Documents were thereafter amended and refiled on February 7, 2014.⁵ On February 13, 2014, the Debtors filed a further [*Corrected*] *Debtors' First Amended Chapter 11 Plan of Reorganization* (as modified,

² Docket No. 91.

³ Docket No. 455. A copy of the QSI Retention Order is attached hereto as Exhibit A.

⁴ Docket Nos. 515 and 516.

⁵ Docket Nos. 736 and 737.

the “Plan”⁶ with a related updated disclosure statement and liquidating trust agreement (collectively, the “Plan Documents”).⁷

6. On March 27, 2014, the Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming Debtors’ Chapter 11 Plan of Reorganization* (the “Confirmation Order”).⁸ The Plan became effective on July 1, 2014 (the “Effective Date”).

COMPENSATION AND EXPENSES REQUESTED

7. By this Application, QSI seeks allowance of compensation for professional services rendered to the Committee during the Fee Period in the aggregate amount of \$18,857.20.

8. The fees described in the Application reflect an aggregate of approximately 71.74 hours of professional time performing services for the Committee during the Fee Period, at a blended hourly rate of \$262.85.

9. QSI rendered to the Committee all services for which compensation is sought solely in connection with the Chapter 11 Cases and in furtherance of the duties and functions of the Committee.⁹ In the ordinary course of its practice, QSI maintains computerized records of the time expended to render professional services to the Committee. For the convenience of the Court and all parties in interest, billing summaries for the Fee Period, attached hereto as Exhibit B, set forth: (i) the name of each QSI professional whose work is included in the Application; (ii) the aggregate amount of time expended by each professional; (iii) the hourly billing rate for each professional; (iv) the amount of fees billed per professional;

⁶ Docket No. 752.

⁷ Docket No. 751.

⁸ Docket No. 842.

⁹ In addition to the services provided to the Committee as its financial advisor, during the Fee Period, QSI provided one-time litigation support services to the Debtors at the Debtors’ request. This Application does not include any compensation paid or payable to QSI for independent services to the Debtors.

(v) the hours devoted to each project category; and (vi) the amount of fees billed per project category.

10. QSI's time records are attached hereto collectively as Exhibit C. The time entry records provide detailed descriptions of the services performed by each QSI professional on behalf of the Committee.¹⁰

11. Copies of the biographies of the QSI professionals whose time is included in the Application are attached hereto collectively as Exhibit D.

QSI'S REQUESTED COMPENSATION AND REIMBURSEMENT SHOULD BE ALLOWED

12. A detailed summary of the services provided in each matter category and the results obtained, as required by Local Rule 2016(a)(1), is attached hereto as Exhibit E (the "Fee Application Summary").

13. As more fully described in the Fee Application Summary, QSI rendered valuable professional services to the Committee. In particular, during the Fee Period, QSI analyzed the Debtors' accounts receivable and other data regarding the Debtors' intercarrier compensation and carrier access billing issues (the "Carrier Compensation Issues") and the estates' litigation assets related to those issues. This information and analysis aided the Committee in evaluating offers received for the Debtors' assets and the terms of the ultimate sale of assets to TNCI Operating Company LLC, which included an agreement in principle with the Debtors' secured lender on the terms of a global resolution of these cases.

¹⁰ Exhibit C includes the amount of time spent, expressed either in hours and minutes (invoices numbered 130614, 130706, 130809, 130908, 131008 and 131107) or in quarter hours (invoice number 140601) by each professional for work provided in connection with each particular project category for each month during the Fee Period. To preserve all applicable privileges and to maintain confidential information, QSI has filed redacted copies of its detailed time records on the public docket. Unredacted copies of QSI's time entries have been provided to the Court and the U.S. Trustee. QSI will provide unredacted copies of its time records to the Debtors and Hercules Technology II, LP, the Debtors' prepetition secured lender, at their request and upon entry of an appropriate form of protective order.

14. QSI respectfully submits that the professional services rendered to the Committee during the Fee Period for which it seeks compensation were, at the time rendered, reasonable and necessary and expected to benefit, protect and preserve the Debtors' estates and the interests of the Debtors' general unsecured creditors. These services required a high level of professional competence and expertise, and QSI believes that the services were performed efficiently and effectively. The hourly billed rates by QSI were customary for, or less than, the hourly rates QSI charges for similar professional services rendered to other clients of QSI.

NOTICE

15. As required by the Compensation Order, Local Rule 2016 and Section 4.1.2 of the Plan, notice of the Application has been provided to: (i) the Debtors; (ii) Jackson Walker, L.L.P, counsel to the Debtors; (iii) the U.S. Trustee; (iv) counsel to Hercules Technology II, LP; (v) Lowell Feldman, the Liquidating Trustee of the UPH Liquidating Trust; (vi) the Debtors' top 20 creditors; and (vii) any other creditor or party in interest that has requested notice in the Chapter 11 Cases.

NO PRIOR REQUEST

16. Other than in connection with an interim fee request filed in connection with the Compensation Order, no prior request for the relief sought in the Application has been made to this or any other court.

WHEREFORE, QSI respectfully requests that this Court enter an Order, substantially in the form attached hereto as Exhibit F: (i) approving the Application; (ii) allowing on a final basis and awarding compensation for professional services rendered during the Fee Period in the amount of \$18,857.20; (iii) authorizing and directing the Debtors to pay QSI the outstanding amount of such sums pursuant to the Plan; and (iv) granting such other and further relief as the Court deems proper and just.

Dated: New York, New York
August 14, 2014

QSI CONSULTING, INC.

By: /s/ Michael T. Starkey

Michael T. Starkey
2977 Highway K
Box No. 304
O'Fallon, Missouri 63368-7862
Tel: (636) 272-4172

Financial Advisor to the Official Committee of Unsecured
Creditors of UPH Holdings, Inc., *et al.*

EXHIBIT A

QSI Retention Order



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: July 25, 2013.

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

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UPH HOLDINGS, INC.	§	CASE NO. 13-10570
PAC-WEST TELECOMM, INC.	§	CASE NO. 13-10571
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UNIPOINT HOLDINGS, INC.	§	CASE NO. 13-10573
UNIPOINT ENHANCED SERVICES, INC.	§	CASE NO. 13-10574
UNIPOINT SERVICES, INC.	§	CASE NO. 13-10575
NWIRE, LLC	§	CASE NO. 13-10576
PEERING PARTNERS COMMUNICATIONS, LLC	§	CASE NO. 13-10577
DEBTORS.	§	CHAPTER 11
	§	JOINTLY ADMINISTERED UNDER
	§	CASE NO. 13-10570-TMD

ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF QSI CONSULTING INC. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF UPH HOLDINGS, INC., ET AL., NUNC PRO TUNC TO MAY 31, 2013

Upon the Application dated June 25, 2013 of the Official Committee of Unsecured Creditors (the "Committee") of UPH Holdings, Inc., *et al.*, (collectively, the

“Debtors”), pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014, for authority to retain and employ QSI Consulting Inc. (“QSI”), as financial advisor to the Committee, *nunc pro tunc* to May 31, 2013; and upon the Declaration of Michael Starkey, president of QSI, dated June 10, 2013 (the “Starkey Declaration”), filed in support of the Application; and the Court being satisfied and finding, based upon the representations made in the Application and the Starkey Declaration, that QSI represents no interest adverse to the Committee or the Debtors’ estates with respect to the Debtors’ cases, that QSI’s employment is necessary and in the best interests of the Committee and the Debtors’ estates, that adequate notice of the Application has been given under the circumstances, and that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent provided herein.
2. In accordance with sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014, the Committee is hereby authorized and empowered to retain and employ QSI as its financial advisor, *nunc pro tunc* to May 31, 2013, and such retention and employment is hereby approved.
3. QSI shall be compensated for fees and reimbursed for reasonable and necessary expenses and will file interim and final fee applications for allowance of its compensation and expenses in accordance with the procedures set forth in sections 328(a) and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court.
4. This Court shall retain jurisdiction over the implementation and interpretation of this Order.

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KELLEY DRYE & WARREN LLP

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Kristin S. Elliott, Esq.
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kelliott@kelleydrye.com

Counsel to The Official Committee of
Unsecured Creditors of UPH Holdings, Inc., et al.

EXHIBIT B

**Summary of Professional Services Rendered
by Category and by Timekeeper**

May 31, 2013 Through and Including June 30, 2014

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
AR Review & Analysis	65.32	\$17,194.60
Sales Related Analysis	5.25	\$1,335.00
Retention Related	1.17	\$327.60
Total:	71.74	\$18,857.20

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY TIMEKEEPER

Name of Professional Person	Position with Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Michael T. Starkey	President	\$280	30.74	\$8,607.20
Warren R. Fischer	CFO	\$250	40.00	\$10,000.00
Patrick L. Phipps	Vice President	\$250	1.00	\$250.00
		Total:	71.74	\$18,857.20
		Blended Rate:	\$262.85	

EXHIBIT C

**Time Narrative by Category
(Local Rule 2016(a)(2))**

QSI Consulting, Inc.

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Invoice

Date	Invoice #
07/30/2013	130614
Due Date	
08/29/2013	

Bill To

258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
258.101 - AR Review & Analysis				
06/03/2013	06/03/2013 Reviewed - Warren R. Fischer	0:30	250.00	125.00
06/04/2013	06/04/2013 Reviewed ; reviewed ; discussed + with Mike Starkey (0.25) -	1:00	250.00	250.00
06/04/2013	Warren R. Fischer Review materials provided. Research Research Review both in light of Prepare initial questions for Kristin to pose to Debtor counsel. - Michael T. Starkey	3:50	280.00	1,073.33
06/06/2013	06/06/2013 Follow up with Kristen on data needs, gain access to Data Room, review files in Data Room, various calls (Warren/Kristin). Express	0:45	280.00	210.00
06/06/2013	Michael T. Starkey Reviewed financial documents posted to the data room used by UPH Holdings. - Warren R. Fischer	1:00	250.00	250.00
Continue to the next page				

Date	Activity	Quantity	Rate	Amount
06/07/2013	<p>06/07/2013 Reviewed documents in data room</p>	1:00	250.00	250.00
	<p>; discussed status of review with Kristin Elliot. - Warren R. Fischer</p>			
06/10/2013	<p>06/10/2013 Prepared an analysis of</p>	2:30	250.00	625.00
	<p>; also</p>			
	<p>Warren R. Fischer</p>			
06/11/2013	<p>06/11/2013 Completed preliminary analysis of</p>	3:00	250.00	750.00
	<p>; discussed same with Mike Starkey; reviewed various documents</p>			
	<p>call with Mike Starkey and John Palmer of Tamarack Associates to discu</p>			
	<p>; reviewed - Warren R.</p>			
06/11/2013	<p>Fischer Work with KDW to get access to new data sources</p>	2:45	280.00	770.00
	<p>discussion with Mr. Palmer. Research new data and evaluate usefulness. Discussions with Warren regarding new data, assign tasks, etc. - Michael T. Starkey</p>			
06/12/2013	<p>06/12/2013 Reviewed</p>	5:00	250.00	1,250.00
	<p>prior to the status meeting with the unsecured creditor committee; participated in the status meeting with the unsecured creditor committee; call with Mike Starkey and Kristin Elliot following the status meeting to discuss next steps: prepared analysis</p>			
	<p>- Warren R. Fischer</p>			
	<p>06/13/2013</p>			
	<p>Continue to the next page</p>			

Date	Activity	Quantity	Rate	Amount
06/13/2013	Prepare "Quick Update" for Creditor Committee call. Attend Creditor Committee call and provide update on progress. Call with Counsel to discuss moving forward. Discussions with Warren and review and analysis of available materials. - Michael T. Starkey	4:00	280.00	1,120.00
06/13/2013	Call with to discuss Analyze Michael T. Starkey	1:00	280.00	280.00
06/14/2013	06/14/2013 Reviewed documentation - Warren R. Fischer	2:00	250.00	500.00
06/15/2013	06/15/2013 Reviewed documentation - Warren R. Fischer	2:30	250.00	625.00
06/17/2013	06/17/2013 Review Warren's analysis, begin - Michael T. Starkey	3:20	280.00	933.33
06/18/2013	06/18/2013 Reviewed documents posted to the Data Room to - Warren R. Fischer	0:30	250.00	125.00
06/18/2013	Draft interim report - Michael T. Starkey	6:00	280.00	1,680.00
06/19/2013	06/19/2013 Reviewed the received from the Debtors to communicated results of my review to the Creditors' counsel. - Warren R. Fischer	0:15	250.00	62.50
06/19/2013	Draft Michael T. Starkey	1:45	280.00	490.00
	06/20/2013			
	Continue to the next page			

Date	Activity	Quantity	Rate	Amount
06/20/2013	Reviewed and edited	1:45	250.00	437.50
	.ion			
	reviewed			
	. - Warren R. Fischer			
06/20/2013	Finalize	2:30	280.00	700.00
	- Michael T. Starkey			
06/20/2013	930-1030A: review and edits sent to team - Patrick L. Phipps	1:00	250.00	250.00
	06/21/2013			
06/21/2013	Reviewed the UPH Bid Procedures Motion and the Asset Purchase Agreement; participated in the status call with the unsecured creditors committee; reviewed	1:15	250.00	312.50
	- Warren R. Fischer			
06/21/2013	Finalize	1:00	280.00	280.00
	, attend weekly Committee call. - Michael T. Starkey			
	06/25/2013			
06/25/2013	Reviewed	0:15	250.00	62.50
	Warren R. Fischer			
	06/26/2013			
06/26/2013	Call with Craig Wolf and Kristin Elliott to discuss	0:45	250.00	187.50
	(0..75). - Warren R. Fischer			
	06/28/2013			
06/28/2013	Conference call with counsel and the unsecured creditors committee for an update on the Debtors' sale activities and .	0:30	250.00	125.00
	Warren R. Fischer			
06/28/2013	Quick call with Counsel prior to Committee call, Committee call - Michael T. Starkey	0:45	280.00	210.00
	SUBTOTAL - 258.101 - AR Review & Analysis = \$13,934.16			
	258.102 - Sales Related Analysis			
	06/26/2013			
	Continue to the next page			

Date	Activity	Quantity	Rate	Amount
06/26/2013	Quick call with Counsel re: Michael T. Starkey SUBTOTAL - 258.102 - Sales Related Analysis = \$140.00	0:30	280.00	140.00
06/11/2013	258.103 - Retention Related 06/11/2013 Review and Edit affidavit, LOE, discussions with Counsel, finalize and provide to Counsel for filing. - Michael T. Starkey SUBTOTAL - 258.103 - Retention Related = \$326.67	1:10	280.00	326.67
			Total	\$14,400.83

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Invoice

Date	Invoice #
07/31/2013	130706
Due Date	
08/30/2013	

Bill To

258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
07/03/2013	258.101 - AR Review & Analysis 07/03/2013 Call with Kristin Elliott and Craig Wolf regarding action items for reviewed . - Warren R. Fischer	1:00	250.00	250.00
07/05/2013	07/05/2013 Reviewed the . - Warren R. Fischer	0:30	250.00	125.00
07/08/2013	07/08/2013 Attend Committee Call - Michael T. Starkey	0:20	280.00	93.33
07/08/2013	Reviewed APA attached to Notice of Stalking Horse Bidder; participated on conference call with unsecured creditors committee on bids received and auction to be held on July 10, 2013; notified counsel of . - Warren R. Fischer	1:30	250.00	375.00
	07/12/2013 Continue to the next page			

Date	Activity	Quantity	Rate	Amount
07/12/2013	Participated in call with the unsecured creditors and counsel regarding status of the auction and next steps in the sale process; follow-up call with Kristin Elliott on next steps call with Mike Starkey to brief him on the important issues from the status call. - Warren R. Fischer	1:30	250.00	375.00
07/15/2013	07/15/2013 Accessed	0:45	250.00	187.50
07/15/2013	participated in the status call on the sale process and negotiations with Hercules (0.50). - Warren R. Fischer Attend Committee conf. call, discussion sale, , etc. - Michael T. Starkey	0:30	280.00	140.00
07/26/2013	07/26/2013 Call with counsel and the unsecured creditors committee to discuss the court hearing to approve the sale. - Warren R. Fischer	0:30	250.00	125.00
	SUBTOTAL - 258.101 - AR Review & Analysis = \$1,670.83			
	258.102 - Sales Related Analysis			
07/16/2013	07/16/2013 Reviewed the Debtors' proposed cure amounts to creditors and the Creditors' objections filed in response; reconciled the discrepancies between the two ranges of values; drafted a memo to counsel summarizing my research and identifying the primary reasons for the discrepancies; participated in the conference call on the status of negotiations with Hercules (0.25). - Warren R. Fischer	4:30	250.00	1,125.00
	SUBTOTAL - 258.102 - Sales Related Analysis = \$1,125.00			
			Total	\$2,795.83

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Invoice

Date	Invoice No.
08/31/2013	130809
Due Date	
09/30/2013	

Bill To
 258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
08/09/2013	258.101 - AR Review & Analysis 08/09/2013 Status call with Unsecured Creditors' committee and counsel - Warren R. Fischer	0:15	250.00	62.50
08/23/2013	08/23/2013 Status call with unsecured creditors committee and counsel (0.25). - Warren R. Fischer	0:15	250.00	62.50
	SUBTOTAL - 258.101 - AR Review & Analysis = \$125.00			
08/23/2013	258.102 - Sales Related Analysis 08/23/2013 Attend Creditor Committee call. - Michael T. Starkey	0:15	280.00	70.00
	SUBTOTAL - 258.102 - Sales Related Analysis = \$70.00			
			Total	\$195.00

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Invoice

Date	Invoice No.
10/04/2013	130908
Due Date	
11/03/2013	

Bill To

258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
	258.101 - AR Review & Analysis			
	09/09/2013			
09/09/2013	Participated in unsecured creditor status call to discuss Plan Negotiations and Plan Term Sheet. - Warren R. Fischer	0:30	250.00	125.00
	09/20/2013			
09/20/2013	Attend Committee Call - Michael T. Starkey	0:20	250.00	83.33
09/20/2013	Status call with counsel and the unsecured creditors committee. - Warren R. Fischer	0:30	250.00	125.00
	SUBTOTAL - 258.101 - AR Review & Analysis = \$333.33			
			Total	\$333.33

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Invoice

Date	Invoice No.
10/31/2013	131008
Due Date	
11/30/2013	

Bill To

258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
	258.101 - AR Review & Analysis			
10/14/2013	10/14/2013 Participated in conference call on status of the working capital dispute and Plan and Disclosure Statement. - Warren R. Fischer	0:30	250.00	125.00
10/28/2013	10/28/2013 Conference call with unsecured creditors committee. - Warren R. Fischer	0:15	250.00	62.50
	SUBTOTAL - 258.101 - AR Review & Analysis = \$187.50			
			Total	\$187.50

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Invoice

Date	Invoice No.
11/30/2013	131107
Due Date	
12/30/2013	

Bill To

258 - Creditor Committee
258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
11/05/2013	258.101 - AR Review & Analysis 11/05/2013 Reviewed the Debtors' and TNCI's calculations of working capital; discussed with Kristin Elliot and Mike Starkey (0.25). - Warren R. Fischer	0:45	250.00	187.50
11/15/2013	11/15/2013 Participated in call with unsecured creditors committee on status of working capital dispute and plan confirmation issues (0.75). - Warren R. Fischer	0:45	250.00	187.50
SUBTOTAL - 258.101 - AR Review & Analysis = \$375.00				
			Total	\$375.00

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Invoice

Date	Invoice No.
07/02/2014	140601
Due Date	
08/01/2014	

Bill To

258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
	258.101 - AR Review & Analysis			
01/03/2014	01/03/2014 Participated in conference call with unsecured creditors committee to discuss status of working capital dispute and - Fischer, Warren R. Subtotal: 01/03/2014 = \$62.50	0.25	250.00	62.50
01/09/2014	01/09/2014 Reviewed counsel's summary of the mediation session on the working capital dispute between the Debtors, TNCI, and Hercules. - Fischer, Warren R. Subtotal: 01/09/2014 = \$62.50	0.25	250.00	62.50
02/09/2014	02/09/2014 Reviewed ation. - Fischer, Warren R. Subtotal: 02/09/2014 = \$62.50	0.25	250.00	62.50
02/14/2014	02/14/2014 Conference call with Creditor's Committee to discuss (0.50); reviewed the amended plan document. - Fischer, Warren R. Subtotal: 02/14/2014 = \$187.50	0.75	250.00	187.50
Continue to the next page				

Date	Activity	Quantity	Rate	Amount
03/03/2014	<p>03/03/2014 Reviewed rint and discussed same with Mike Starkey. - Fischer, Warren R. Subtotal: 03/03/2014 = \$187.50 SUBTOTAL - 258.101 - AR Review & Analysis = \$562.50</p>	0.75	250.00	187.50
Total				\$562.50

EXHIBIT D

Biographies of QSI Professionals



Michael Starkey, President

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Mr. Starkey is a founding partner and serves as the President of QSI Consulting, Inc. Prior to founding QSI, Mr. Starkey founded and served as the Senior Vice President of Telecommunications Services at Competitive Strategies Group, Ltd. (CSG) in Chicago, Illinois.

Mr. Starkey's consulting career began in 1996 shortly before the passage of the Telecommunications Act of 1996. Since that time, Mr. Starkey has advised some of the world's largest companies (e.g., AT&T, MCI, Time Warner, Covad Communications, Siemens Corporation) on a broad spectrum of issues including the most effective manner by which to interconnect competing networks. Mr. Starkey's experience spans the landscape of competitive telephony, including interconnection agreement negotiations, mediation, arbitration, and strategies aimed at maximizing new technology. Mr. Starkey's experience is often called upon in his capacity as an expert witness. Since 1991, Mr. Starkey has provided testimony in more than 100 proceedings before approximately 40 state commissions, the FCC, and courts of varying jurisdiction. Mr. Starkey is a recognized expert in the area of econometric costing for telecommunications networks and has constructed, critiqued, and/or reviewed telecommunications costing models for the industry's largest companies.

Mr. Starkey's experience with competitive telecommunications issues is rooted in his previous employment by a number of state utility commissions. Mr. Starkey has worked as a staff member for the Missouri, Illinois, and Maryland public utility commissions. He served as Director of the Maryland Commission's Telecommunications Division and as the Senior Policy Analyst for the Illinois Commission's Office of Policy and Planning.

In addition to numerous industry seminars and training courses, Mr. Starkey's educational experience includes a Bachelor of Science Degree in Economics from Southwest Missouri State University in Springfield, Missouri and graduate work in finance from Lincoln University.



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Warren Fischer, C.P.A.

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Colorado C.P.A. License No. 10170
California C.P.A. License No. 51044

Mr. Fischer is a QSI partner and currently serves as Chief Financial Officer in QSI's Telecommunications Division. Mr. Fischer has over 18 years of experience in the telecommunications industry and joined QSI after five years of service within AT&T's Local Service & Access Management and Wireless Services divisions. During his telecommunications career, Mr. Fischer has focused his attention largely on TELRIC pricing, local market entry, Section 271 compliance, Section 251(f)(1) rural exemption issues, access and universal service reform issues, and forensic accounting issues associated with the financial performance of rate of return companies, billing disputes, and damages assessment.

Mr. Fischer is an experienced and effective expert witness who has provided expert testimony and reports in over 30 proceedings before 22 state utility commissions, state and federal courts, and other administrative agencies. Mr. Fischer is an active Certified Public Accountant who is licensed in the States of Colorado and California. Mr. Fischer's professional experience as a C.P.A. includes two years in public practice with Deloitte and Touche LLP and over 20 years of managing financial analysis, reporting and forecasting processes for various multi-national corporations.

Mr. Fischer holds a B.S. in Business Administration with an emphasis in Accounting from the University of Colorado at Boulder.



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Patrick Phipps

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Mr. Phipps has 15 years of experience in the telecommunications industry. He currently serves as Vice President and Partner of QSI Consulting, Inc. and has been with the firm since 2003. Mr. Phipps provides a multitude of services to QSI's clients, including: litigation and regulatory support, expert testimony, economic analysis and modeling, rate analysis, negotiation and arbitration assistance, witness training, case and discovery management, and regulatory compliance. He has testified as an expert on telecommunications matters on numerous occasions before state regulatory commissions, has co-authored expert reports filed in proceedings before the Federal Communications Commission and Canadian Radio-Television Telecommunications Commission, and has assisted other QSI consultants and client witnesses prepare expert testimony and counsel prepare legal briefs in dozens of regulatory and court proceedings throughout the United States and Puerto Rico.

Mr. Phipps has advised a wide variety of telecommunications industry stakeholders. This includes nationwide telecommunications firms, small start-ups, cable providers, and wireless service providers. He has advised numerous state utility commission clients, including the District of Columbia Public Service Commission, the Connecticut Department of Public Utility Control, and recently served as an instructor of a witness training course for the Oregon Public Utility Commission Staff. He has also advised numerous other governmental clients, including state attorneys general, consumer advocates, the U.S. General Services Administration and U.S. Department of Defense.

Prior to joining QSI, Mr. Phipps served for six years at the Illinois Commerce Commission. He served as a Policy Advisor to a Commissioner. In this role, he provided expert advice and analysis on policy and procedural matters related to the regulation of public utilities - specializing in telecommunications. He was actively involved in the regulatory decision-making process and worked with Commissioners, members of the Illinois General Assembly, and industry executives on telecommunications regulatory policy. He also testified before the Illinois House Telecommunications Subcommittee on the rewrite of the telecommunications regulation law, and wrote correspondence on behalf of the Illinois Commerce Commission to the U.S. House of Representatives on issues related to deployment of next generation telecommunications networks. Mr. Phipps began his career as a Rate Analyst in the Telecommunications Division of the Illinois Commerce Commission. In that position, he provided expert testimony on telecommunications costs and rates, mergers and acquisitions, alternative regulation, and intercarrier compensation. He also served as a tariff analyst and evaluated the technical, managerial and financial resources of entities seeking certification.

Mr. Phipps holds a M.A. in Economics from the University of Illinois and a B.S. in Economics from Illinois College.



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EXHIBIT E

**Final Fee Application Summary
(Local Rule 2016(a)(1))**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE:	§	
UPH HOLDINGS, INC.	§	CASE NO. 13-10570
PAC-WEST TELECOMM, INC.	§	CASE NO. 13-10571
TEX-LINK COMMUNICATIONS, INC.	§	CASE NO. 13-10572
UNIPOINT HOLDINGS, INC.	§	CASE NO. 13-10573
UNIPOINT ENHANCED SERVICES, INC.	§	CASE NO. 13-10574
UNIPOINT SERVICES, INC.	§	CASE NO. 13-10575
NWIRE, LLC	§	CASE NO. 13-10576
PEERING PARTNERS COMMUNICATIONS, LLC	§	CASE NO. 13-10577
	§	
DEBTORS.	§	CHAPTER 11
	§	
EIN: 45-1144038; 68-0383568; 74- 2729541; 20-3399903; 74-3023729; 38- 3659257; 37-1441383; 27-2200110; 27- 4254637	§	
	§	
6500 RIVER PL. BLVD., BLDG. 2, # 200 AUSTIN, TEXAS 78730	§	JOINTLY ADMINISTERED UNDER CASE NO. 13-10570-TMD

**SUMMARY OF SECOND AND FINAL APPLICATION OF QSI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
OF PROFESSIONALS FOR THE PERIOD MAY 31, 2013 THROUGH JUNE 30, 2014**

THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO YOUR INTERESTS.

IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN MAY BE GRANTED WITHOUT A HEARING BEING HELD.

A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE HELD.

I. Client:	Official Committee (the " <u>Committee</u> ") of Unsecured Creditors of UPH Holdings, Inc. <i>et al.</i> (the " <u>Debtors</u> ")
II. Name of Applicant:	QSI Consulting, Inc. (" <u>QSI</u> ")

III. Total Amount of Fees Requested:

Fees: \$18,857.20

Expenses: \$0.00

Time Period Covered: May 31, 2013 through June 30, 2014 (the "Fee Period")

IV. Breakout of Current Application:

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
AR Review & Analysis	65.32	\$17,194.60
Sales Related Analysis	5.25	\$1,335.00
Retention Related	1.17	\$327.60
Total:	71.74	\$18,857.20

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY TIMEKEEPER

Name of Professional Person	Position with Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Michael T. Starkey	President	\$280	30.74	\$8,607.20
Warren R. Fischer	CFO	\$250	40.00	\$10,000.00
Patrick L. Phipps	Vice President	\$250	1.00	\$250.00
		Total:	71.74	\$18,857.20
		Blended Rate:	\$262.85	

Minimum Fee Increments:

With the exception of QSI's final invoice in the amount of \$562.50, which was billed in quarters of an hour, QSI's invoices express time billed in hours and minutes. For the purposes of the Application, QSI's time records have been converted to tenths of an hour.

Expenses:

N/A

Amount Allocated for Preparation of This Fee Application:

All fees and expenses allocable to preparing the Application were incurred by Kelley Drye & Warren LLP, counsel to the Committee, after the close of the Fee Period. Request for payment of any such amounts were included with Kelley Drye & Warren LLP's final fee application as contemplated by Section 7.3.3 of the Plan.

V. Prior Applications/Monthly Fee Requests:

As set forth below, one prior interim fee application was filed with the Court, to which no objections were filed. In addition, three monthly fee statements were served on the notice parties and filed with the Court, as set forth below. No parties-in-interest objected to any of QSI's monthly fee statements. QSI has received payments totaling approximately 76% of the fee amounts requested.

Prior Fee Applications

Date Filed	Period Covered	Requested Amount	
		Fees	Expenses
August 8, 2013	May 31, 2013 through and including June 30, 2013	\$14,400.83	\$0.00

Prior Monthly Fee Statements

Date Filed	Period Covered	Requested Amount		Amount Paid	
		Fees	Expenses	Fees	Expenses
August 8, 2013	May 31, 2013 through and including June 30, 2013	\$14,400.83	\$0.00	\$11,520.66	\$0.00
August 8, 2013	July 1, 2013 through and including July 31, 2013	\$2,795.83	\$0.00	\$2,236.67	\$0.00
September 18, 2013	August 1, 2013 through and including August 31, 2013	\$195.00	\$0.00	\$156.00	\$0.00

VI. Other Co-Equal or Administrative Claimants in these Cases:

<u>Name</u>	<u>Party Represented</u>
Jackson Walker, LLP	Counsel to the Debtors
Tamarack Associates	Financial Advisor to the Debtors
The Brown Firm, PLLC	Special Counsel to the Debtors
Q Advisors	Investment Banker to the Debtors
Kelley Drye & Warren LLP	Counsel to the Committee

QSI is not aware that allowance of the fees and expenses requested in this Application will result in this estate not being able to pay all co-equal or superior administrative claims in these chapter 11 cases.

VII. Results Obtained:

As reflected in the Application and the exhibits thereto, QSI was retained on a limited basis to evaluate and advise the Committee with respect to Carrier Compensation Issues, including their impact on the Debtors' sale of assets. During the Fee Period, QSI reviewed various data received from the Debtors regarding the Debtors' intercarrier and carrier access receivables, and advised the Committee with respect to the same. The work performed by QSI during the Fee Period assisted the Committee in evaluating offers received for the Debtors' assets and in negotiating with key stakeholders over the terms of such sale. QSI's analysis also assisted the Committee in valuing the Debtors' litigation assets for all purposes in these chapter 11 cases. Specific billing categories and the activities related to those categories are as follows:

258.101 – AR Review and Analysis

This category includes time spent reviewing the Debtors' outstanding telecommunication accounts receivable and related data, including intercarrier compensation and carrier access billing, to determine collectability and value. QSI also reviewed various confidential analyses prepared by the Debtors and advised the Committee in connection with its findings.

258.102 – Sales Related Analysis

Time allocated to this category included activities relating to the Debtors' sale of assets and the impact the sale on the Debtors' accounts receivable.

258.103 – Retention Related

This category includes time spent in preparing QSI's retention application, including reviewing and editing the affidavit in support of retention, and the letter of engagement between the Committee and QSI.

VIII. Hourly Rates:

The hourly rates sought in the Application are justified by QSI's extensive specialized expertise with the complex telecommunications issues related to these cases. QSI notes that it typically charges higher hourly rates for similar services but agreed to a reduced hourly rate for these matters. Brief biographies of the QSI professionals identified on the charts in the Application are attached to the Application as Exhibit D and can also be found on the QSI website: www.qsiconsulting.com. QSI has made concerted efforts to avoid and/or minimize unnecessary duplication of efforts in these chapter 11 cases.

EXHIBIT F

Proposed Order

Upon the second and final interim application (the "Application") of QSI Consulting, Inc. ("QSI"), financial advisor to the Official Committee of Unsecured Creditors (the "Committee") of UPH Holdings, Inc., *et al.*, the above-captioned debtors and debtors-in-possession (the "Debtors"), for compensation and reimbursement of professionals for the period May 31, 2013 through June 30, 2014 (the "Fee Period"); the Court having reviewed the Application; and the Court finding that notice of the Application and the hearing thereon was adequate under the circumstances and all parties with notice of the Application were afforded the opportunity to be heard on the Application; and therefore it is

ORDERED that the Application is GRANTED; and

IT IS FURTHER ORDERED that QSI is allowed on a final basis compensation for services rendered during the Fee Period in the amount of \$18,857.20; and

IT IS FURTHER ORDERED that the Debtors are authorized and directed to pay QSI the amounts awarded under this Order pursuant to the terms and conditions of the Plan; and

IT IS FURTHER ORDERED, that the terms and conditions of this Order shall be immediately enforceable and effective upon its entry.

###

Order prepared and is being submitted by:

KELLEY DRYE & WARREN LLP
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897