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*Counsel to the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

**SUMMARY COVER SHEET TO THE FOURTH INTERIM  
 AND FINAL FEE APPLICATION OF KIRKLAND & ELLIS LLP  
 AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS  
 FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE (I) FOURTH  
 INTERIM FEE PERIOD FROM MARCH 1, 2020 THROUGH AND INCLUDING  
 JUNE 26, 2020, AND THE (II) FINAL FEE PERIOD FROM FEBRUARY 25, 2019  
 THROUGH AND INCLUDING JUNE 26, 2020**

In accordance with the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, "K&E"), attorneys for the above-captioned debtors and debtors in possession (collectively, the "Debtors"), submits this summary (this "Summary") of fees and expenses sought as actual, reasonable, and necessary in the fee application to which this Summary is attached (the "Fee Application")<sup>2</sup> for the period from March 1, 2020 through and including June 26, 2020

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <http://www.kcellc.net/windstream>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

<sup>2</sup> Capitalized terms used but not otherwise defined in this Summary shall have the meanings ascribed to such terms in the Fee Application.



(the “Fourth Interim Fee Period”) and February 25, 2019 through and including June 26, 2020 (the “Fee Period”).

K&E submits the Fee Application as an interim fee application in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), which permits K&E to file interim fee applications every four months.

### ***General Information***

Name of Applicant:	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Authorized to Provide Services to:	Windstream Holdings, Inc., <i>et al.</i>
Petition Date:	February 25, 2019
Date of Order Authorizing the Debtors to Retain K&E [Docket No. 368]:	April 22, 2019, <i>nunc pro tunc</i> to February 25, 2019

### ***Summary of Fees and Expenses Sought in the Fee Application***

Period for Which Compensation and Reimbursement is Sought in the Fee Application:	February 25, 2019 through June 26, 2020
Voluntary Fee Waiver and Expense Reduction in the Fee Period:	Reduced fees by \$4,271,347.75 and expenses by \$229,114.17 <sup>3</sup>
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Interim Fee Period:	\$10,569,828.50
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Interim Fee Period:	\$482,789.56
Total Compensation and Expense Reimbursement Requested for the Interim Fee Period:	\$11,052,618.06

<sup>3</sup> K&E voluntarily reduced its fees and expenses by the amounts described above and consequently does not seek payment of these fees and expenses in this Fee Application.

Amount of Compensation Sought as Actual,  
Reasonable, and Necessary for the Final Fee Period: \$42,092,119.50

Amount of Expense Reimbursement Sought as  
Actual, Reasonable, and Necessary for the Final Fee  
Period: \$2,510,299.14

Total Compensation and Expense  
Reimbursement Requested for the Final Fee Period: \$44,602,418.64

***Rate Increases Applicable to the Interim Fee Period***

Total Amount of Compensation  
Sought for the Fee Period, Calculated \$40,325,392.50  
Using Rates as of the Date of Retention:

***Summary of Past Requests for Compensation and Prior Payments***

Total Amount of Compensation Previously  
Requested Pursuant to the Interim Compensation \$42,092,119.50  
Order to Date:

Total Amount of Expense  
Reimbursement Previously Requested  
Pursuant to the Interim Compensation Order to \$2,510,299.14  
Date:

Total Compensation Approved  
Pursuant to the Interim Compensation Order to \$31,522,291.00  
Date:

Total Amount of Expense Reimbursement Approved  
Pursuant to the Interim Compensation Order to \$2,027,509.58  
Date:

Total Allowed Compensation Paid to Date: \$29,410,400.40

Total Allowed Expenses Paid to Date: \$2,270,021.00

Compensation Sought in  
this Application Already Paid Pursuant to  
the Interim Compensation Order But Not Yet \$4,192,567.60  
Allowed:

Expenses Sought In This  
Application Already Paid Pursuant to the  
Interim Compensation Order But Not Yet Allowed: \$247,392.66

Dated: August 14, 2020  
New York, New York

*/s/ Stephen E. Hessler*

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**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

**FOURTH INTERIM AND FINAL FEE APPLICATION OF  
 KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,  
 ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
 THE (I) FOURTH INTERIM FEE PERIOD FROM MARCH 1, 2020 THROUGH  
 AND INCLUDING JUNE 26, 2020, AND THE (II) FINAL FEE PERIOD  
 FROM FEBRUARY 25, 2019 THROUGH AND INCLUDING JUNE 26, 2020**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its fourth interim and final fee application (the “Fee Application”) for (a) allowance of compensation for professional services provided in the amount of \$10,569,828.50 and reimbursement of actual and necessary expenses in the amount of \$482,789.56 that K&E

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

incurred for the period from March 1, 2020 through and including June 26, 2020 (the “Fourth Interim Fee Period”) and (b) allowance and approval on a final basis of the compensation for professional services provided in the amount of \$42,092,119.50 and reimbursement of actual and necessary expenses in the amount of \$2,510,299.14, which K&E incurred for the period from February 25, 2019 through and including June 26, 2020 (the “Fee Period”). In support of this Fee Application, K&E submits the declaration of Stephen E. Hessler, a partner at K&E (the “Hessler Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

### **Jurisdiction**

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”).

### **Background**

4. On February 25, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 28, 2019, the Court entered an order [Docket

No. 56] authorizing the joint administration and procedural consolidation of the Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No entity has requested the appointment of a trustee or examiner in these chapter 11 cases. On March 12, 2019, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code [Docket No. 136].

5. A description of the Debtors' businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Tony Thomas, Chief Executive Officer and President of Windstream Holdings, Inc. (I) in Support of Debtors' Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-1*, filed on the Petition Date [Docket No. 27] and incorporated herein by reference.

6. On April 22, 2019, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. On June 26, 2020, the Court entered an order [Docket No. 2243] confirming the Debtors' chapter 11 plan [Docket No. 1812] (the "Plan").<sup>2</sup> The Debtors hope and expect to receive necessary regulatory approvals and satisfy other conditions precedent to the Effective Date of the Plan in the third quarter of 2020.

### **Summary of Services Rendered**

8. During the Fee Period, which represents the entirety of these chapter 11 cases, K&E advised the Debtors in all aspects of their comprehensive restructuring efforts and related

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<sup>2</sup> Capitalized terms used but not otherwise defined in this Fee Application shall have the meaning ascribed to such terms in the Plan.

operational, financial, and litigation matters. K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues, as a result of which the Debtors took action to maximize the value of their estates for the benefit of all parties in interest.

With K&E's advice and assistance, the Debtors have, among other achievements:

- secured approval of all of their "first day" and "second day" motions after an unexpected need to file for chapter 11, allowing for a smooth transition of the Debtors' businesses into operating in bankruptcy;
- stabilized the Debtors' business operations following their transition into chapter 11, including extensive engagement with employees, vendors, customers, utilities providers, and other business counterparties;
- achieved final approval for the Debtors' \$1 billion DIP financing facilities on a fully consensual basis, ensuring necessary and sufficient access to liquidity and providing for the consensual use of cash collateral;
- prepared a business plan and related materials and undertook a comprehensive financial analysis of all major contracts and contingent liabilities;
- filed schedules of assets and liabilities and statements of financial affairs;
- initiated a process to reconcile and resolve claims filed in the chapter 11 cases;
- engaged extensively with all organized groups, including with the creditors' committee and lender groups, including providing extensive diligence, with the ultimate goal of building consensus around a restructuring and reducing administrative costs;
- completed an independent investigation of potential estate claims and causes of action;
- prepared for and commenced litigation to prosecute estate claims and causes of action related to the Uniti Arrangement and related transactions;
- engaged in numerous mediation sessions, facilitated by the Honorable Shelley C. Chapman, ultimately culminating in a global settlement with Uniti that forms a cornerstone of the Debtors' Plan;
- negotiated, drafted, and finalized a plan support agreement between the Debtors and various creditor constituencies;
- negotiated, drafted, and finalized a settlement agreement regarding the Uniti Arrangement, including all ancillary documentation;



- finalized a backstop commitment agreement to allow for a fully backstopped rights offering with the support of the parties to the plan support agreement;
- successfully defended or prosecuted multiple contested actions, including objections to the backstop commitment agreement, disclosure statement, and Uniti settlement;
- prepared and successfully argued a number of additional motions and applications at twenty-one hearings, including successful defense against a number of relief from stay motions; and
- addressed numerous diligence requests, questions, concerns, and issues raised by employees, vendors, customers, and other parties in interest.

### **Case Status Summary**

9. During the Fee Period, K&E assisted the Debtors in, among other things, filing for chapter 11, obtaining critical operational and financing relief through the approval of numerous “first day” and “second day” motions, investigating potential estate causes of action, rejecting multiple burdensome contracts and leases, obtaining approval of a disclosure statement, obtaining confirmation of the Debtors’ largely consensual Plan and backstop commitment agreement, and consensually resolving numerous formal and informal objections thereto. Most notably, the Debtors worked with Uniti to resolve claims surrounding the “Uniti Arrangement” and the corresponding adversary proceeding. After months of litigation, mediation, and negotiation, the Debtors reached a comprehensive and innovative settlement with Uniti, providing approximately \$1.224 billion in net present value to the Debtors’ estates.

10. Given these accomplishments and the complexities of the Debtors’ business and restructuring, K&E submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period are reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be approved.

**The Debtors' Retention of K&E**

11. On April 22, 2019, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 368] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of August 25, 2017 and attached hereto as **Exhibit C** (the "Engagement Letter").

12. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their business and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

**Disinterestedness of K&E**

13. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Stephen E. Hessler in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 195, Exhibit B], the *First Supplemental Declaration of Stephen E. Hessler in Support of the Debtors' Application Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 708], the *Second Supplemental Declaration of Stephen E. Hessler in Support of the Debtors' Application Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 1169], the *Third Supplemental Declaration of Stephen E. Hessler in Support of the Debtors' Application Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 1350], and the *Fourth Supplemental Declaration of Stephen E. Hessler in Support of the Debtors' Application Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 1603] (collectively, the "K&E Declaration"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declaration.

14. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declaration, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

15. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

16. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

17. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

**Summary of Compliance with Interim Compensation Order**

18. This Fee Application has been prepared in accordance with the Interim Compensation Order, Article II.C.1 of the Plan, and paragraph Z of the Confirmation Order.

**A. The Fourth Interim Fee Period.**

19. K&E requests an aggregate award for professional services rendered to the Debtors during the Fourth Interim Fee Period in the amount of \$10,569,828.50 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$482,789.56. During the Fourth Interim Fee Period, K&E attorneys and paraprofessionals expended a total of 11,507.40 hours for which compensation is requested.

20. Pursuant to the Interim Compensation Order, K&E previously filed monthly fee statements for the Fourth Interim Fee Period, including detailed records of fees and expenses, for March 2020 [Docket No. 1778], April 2020 [Docket No. 2276], May 2020 [Docket No. 2375], and June 2020 [Docket No. 2382] (collectively, the “Monthly Fee Statements”). No objections to the Monthly Fee Statements were filed, and K&E subsequently received a total of \$4,192,567.60 for legal services provided to the Debtors during the Fourth Interim Fee Period and \$247,392.66 for expenses incurred in connection therewith.<sup>3</sup> These amounts represent approximately 80% of K&E’s legal fees and 100% of K&E’s out-of-pocket expenses incurred during the Fourth Interim Fee Period.

**B. The Fee Period.**

21. K&E seeks final allowance and approval of compensation for professional services rendered to the Debtors during the Fee Period in the aggregate amount of \$42,092,119.50 and reimbursement of actual expenses incurred in connection with such services in the aggregate amount of \$2,510,299.14, for a total allowance of \$44,602,418.64 for fees and expenses incurred. To date, K&E has received total payment of \$35,614,739.84 for legal services rendered to the Debtors and \$2,270,021.00 for related expenses during the Fee Period pursuant to the Interim Compensation Order.<sup>4</sup>

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<sup>3</sup> The Interim Compensation Order provides that each Notice Party (as defined in the Interim Compensation Order) has 15 days to review the Monthly Fee Statements. As of the date hereof, the objection period for K&E’s May 2020 and June 2020 Monthly Fee Statements remains pending and K&E has not received interim payment on account of its May 2020 and June 2020 Monthly Fee Statements.

<sup>4</sup> This amount also reflects the 20% holdback for the Fee Period.

**Fees and Expenses Incurred During Fee Period**

**A. Customary Billing Disclosures.**

22. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for the Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

**B. Fees Incurred During Fee Period.**

23. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;

- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Retention Application").

**C. Expenses Incurred During Fee Period.**

24. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Rules, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

25. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

**Summary of Legal Services Rendered During the Fee Period**

26. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

27. To provide a meaningful summary of K&E’s services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a “Matter Category”) in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:<sup>5</sup>

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
6	Chapter 11 Filing	345 - 443	421.50	\$295,300 - \$380,000	\$308,872.50
7	Adversary Proceedings, Contested Matters	4,640 - 6,005	16,424.20	\$3,337,500 - \$4,944,347	\$14,128,625.00
8	Automatic Stay Matters	1,725 - 2,216	1,019.00	\$1,298,912 - \$1,665,000	\$754,523.00
9	U.S. Trustee Issues and Communications	570 - 730	87.30	\$562,500 - \$725,000	\$82,613.50
10	Business Operations	1,645 - 2,115	331.30	\$1,425,000 - \$1,835,000	\$368,687.00
11	Case Administration	2,425 - 3,118	767.30	\$1,946,292 - \$2,495,000	\$510,248.50
12	Cash Collateral/Cash Mgmt/DIP Fin.	880 - 1,129	1,152.40	\$945,550 - \$1,215,000	\$1,044,668.00
13	Claims Administration and Objections	5,345 - 6,874	1,931.60	\$4,341,874 - \$5,590,000	\$1,476,314.50
14	Corporate and Securities Matters	1,830 - 2,353	2,066.20	\$1,856,399 - \$2,395,000	\$2,361,559.50
15	Creditor and Stakeholder Communications	1,895 - 2,434	1,050.10	\$1,664,886 - \$2,150,000	\$1,230,085.50
16	Creditors’ Committee Matters	2,365 - 3,041	270.40	\$2,242,176 - \$2,885,000	\$285,540.50
17	Employee and Labor Matters	2,455 - 3,154	955.10	\$2,357,701 - \$3,040,000	\$946,275.50
18	Executory Contracts and Unexpired Leases	6,540 - 8,409	3,966.30	\$5,270,793 - \$6,785,000	\$3,571,413.00
19	Hearings	3,245 - 4,171	727.80	\$2,683,443 - \$3,445,000	\$674,144.50
20	Insurance Matters	370 - 474	48.20	\$262,500 - \$345,000	\$35,288.50
21	Investigation of Potential Claims	1,620 - 2,083	2,809.20	\$1,634,492 - \$2,100,000	\$2,715,489.50
22	Plan/Disclosure Statement/Confirmation	7,555 - 9,715	4,144.70	\$6,995,958 - \$8,995,000	\$3,836,049.50
23	Regulatory Matters	530 - 679	134.70	\$468,870 - \$600,000	\$130,113.00

<sup>5</sup> In certain instances K&E may have billed the same amount of fees, but different amount of hours to different matter categories. This difference is the result of different staffing of each such matter category.



Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
24	K&E Retention and Fee Matters	1,810 - 2,326	1,378.70	\$1,230,272 - \$1,590,000	\$798,200.50
25	Non-K&E Retention and Fee Matters	1,405 - 1,805	495.20	\$934,008 - \$1,205,000	\$347,543.50
26	Schedules and Statements	1,610 - 2,068	115.50	\$1,200,000 - \$1,545,000	\$60,464.50
27	Tax Matters	990 - 1,270	1,457.40	\$1,161,081 - \$1,500,000	\$1,750,346.50
28	Travel	2,045 - 2,629	684.90	\$963,497 - \$1,240,000	\$737,310.50
29	Use, Sale, and Lease of Property	445 - 571	92.40	\$375,000 - \$480,000	\$93,542.50
30	Utilities	2,185 - 2,810	332.10	\$1,575,000 - \$202,5000	\$212,556.00
31	Vendor Matters	4,570 - 5,875	1,078.20	\$3,702,491 - \$4,765,000	\$846,909.50
32	Expenses	N/A	N/A	N/A	\$2,510,299.14
33	Mediation	6,210 - 7,986	2,338.30	\$6,637,500 - \$8,535,000	\$2,784,735.00
<b>Totals</b>		<b>68,615 - 85,172</b>	<b>46,280.00</b>	<b>\$58,976,841 - \$72,867,500</b>	<b>\$44,602,418.64</b>

28. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

29. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) **Chapter 11 Filing [Matter No. 6]**

Total Fees: \$308,872.50  
Total Hours: 421.50

30. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the emergency filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions.

31. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the Debtors to (a) pay certain critical vendors, suppliers, and lien claimants; (b) pay certain prepetition employee wages and benefits; (c) maintain cash management systems; (d) use prepetition bank accounts, checks and other business forms; (e) make tax payments to federal, local, and state taxing authorities; (f) prohibit utility companies from discontinuing services; and (g) maintain prepetition insurance policies and enter into new insurance policies.

(b) **Adversary Proceedings, Contested Matters [Matter No. 7]**

Total Fees: \$14,128,625.00  
Total Hours: 16,424.20

32. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to litigation, adversary proceedings, or other adversarial matters, and doing related research and drafting documentation on the Debtors' litigation strategy. Specifically,

K&E attorneys and paraprofessionals spent time:

- a. commencing and prosecuting adversary proceedings in these chapter 11 cases, including extensive work related to the Uniti Arrangement and a proceeding regarding an extension of the automatic stay;
- b. objecting to or otherwise resolving contested motions filed by third parties;
- c. extensive research, drafting, and preparation regarding prosecuting the adversary proceeding related to the Uniti Arrangement;
- d. preparing various declarants in these cases called to testify in support of contested motions and for the Uniti Arrangement trial;
- e. conducting and responding to significant discovery relating to the Uniti Arrangement;
- f. compiling and reviewing expert reports and materials in preparation for the Uniti Arrangement trial;
- g. negotiating and coordinating with interveners to the Uniti Arrangement litigation regarding all aspects of the adversary proceeding and the terms of their intervention;
- h. preparing for and conducting numerous depositions for the Uniti Arrangement trial;
- i. preparing litigation documents and board presentations relating to the Uniti Arrangement.

(c) **Automatic Stay Matters [Matter No. 8]**

Total Fees: \$754,523.00

Total Hours: 1,019.00

33. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the imposition of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- a. advising the Debtors' management regarding automatic stay matters;
- b. drafting automatic stay notice and enforcement letters;

- c. objecting to or otherwise defending against a number of relief from stay motions; and
- d. drafting and revising multiple pleadings regarding the enforcement of the automatic stay, including legal research related thereto.

**(d) US Trustee Issues and Communications [Matter No. 9]**

Total Fees: \$82,613.50  
Total Hours: 97.30

34. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- a. preparing for and attending the creditors' committee formation meeting;
- b. conducting discussions, phone calls and correspondence with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same;
- c. coordinating efforts among the Debtors and their other professionals to address various concerns and issues raised by the U.S. Trustee and the creditors' committee with respect to the retention of the Debtors' other professionals and ensuring that these professionals were ultimately retained without any objection to assist in the Debtors' chapter 11 cases;
- d. coordinating with the U.S. Trustee resolving issues including fees incurred by ordinary course professionals, various pleadings, and scheduling hearing dates; and
- e. engaging in discussions with the U.S. Trustee regarding the Debtors' plan, plan support agreement, and disclosure statement, and resolving objections related thereto.

**(e) Business Operations [Matter No. 10]**

Total Fees: \$368,687.00  
Total Hours: 331.3

35. The Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the Debtors' business operations. Specifically, K&E attorneys and paraprofessionals spent time:

- a. developing a strategy to ensure a smooth transition into chapter 11;
- b. devising an implementing processed and materials to assist with stabilizing the Debtors' business relationships with customers, suppliers, governmental agencies, and other parties following the filing of these chapter 11 cases;
- c. ensuring that the Debtors' business operations continued without interruption during the course of the Debtors' chapter 11 cases, including regularly meeting with the Company;
- d. preparing for and attending meetings with the Company and advisors on the status of the Debtors' business operations; and
- e. assisting the Debtors regarding compliance with chapter 11 operating requirements.

**(f) Case Administration [Matter No. 11]**

Total Fees: \$510,248.50

Total Hours: 767.30

36. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- a. coordinating, managing, and administering these chapter 11 cases on a daily basis, including monitoring critical dates and maintaining a case calendar, task lists, and work-in-progress reports;
- b. organizing and maintaining voluminous document files for these cases;
- c. ensuring compliance with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, including coordinating service of pleadings and other related notices with Kurtzman Carson Consultants LLC ("KCC"), the notice and claims agent retained in these chapter 11 cases;
- d. facilitating compliance with all of the other applicable requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and orders or procedures issued by the Court;
- e. conducting regular conferences internally with both restructuring and litigation teams, and with the Debtors and their other advisors regarding the overall case status and high-level strategy; and

- f. in connection with numerous pleadings, preparing notices of motions, proposed orders, exhibits, and schedules, and coordinating the delivery of such pleadings to the Court and to the U.S. Trustee.

37. Time billed to this Matter Category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matters.

**(g) Cash Collateral/Cash Management/DIP Financing [Matter No. 12]**

Total Fees: \$1,044,668.00  
Total Hours: 1,152.40

38. This Matter Category includes time spent on matters related to cash collateral, cash management, and the Debtors' DIP Facilities.<sup>6</sup> K&E's efforts were critical in securing the consensual use of cash collateral and negotiating, documenting, and closing on \$1 billion in DIP financing facilities on favorable terms that provided the Debtors with the necessary liquidity to fund the Debtors' operations during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- a. negotiating with the creditors' committee, DIP Lenders, and Prepetition Secured Parties with regard to the Final DIP Order and responding to informal information and/or Final DIP Order language requests by other parties in interest;
- b. securing the consensual use of cash collateral and negotiating, documenting, and closing on \$1 billion in DIP financing facilities on favorable terms;
- c. ensuring compliance with the terms of the Final DIP Order and DIP Credit Agreement and access to the funds provided thereunder;
- d. drafting an amendment to the Final DIP Order to ensure liquidity throughout the effective date; and

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<sup>6</sup> Capitalized terms used in this section but not otherwise defined shall have the meaning ascribed to them in the *Final Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, and (F) Granting Related Relief* [Docket No. 376] (the "Final DIP Order").

- e. coordinating with the DIP lenders and other parties regarding the DIP reporting requirements.

**(h) Claims Administration and Objections [Matter No. 13]**

Total Fees: \$1,476,314.50

Total Hours: 1,931.60

39. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- a. researching and analyzing claim treatment issues and issues related to the bar date and notice thereof;
- b. drafting and revising a bar date motion, proposed order, and notices;
- c. coordinating with KCC and other parties regarding, among other issues, publication notice and timing issues;
- d. drafting the motion to extend the time to remove civil actions [Docket No. 434], which motion was approved by the Court on May 15, 2019 [Docket No. 535];
- e. securing approval of the Order (I) Setting Bar Dates for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof [Docket No. 518];
- f. reviewing and analyzing thousands of proofs of claims;
- g. facilitating the claims resolution process;
- h. drafting and preparing the first, second, third, fourth, and fifth omnibus claims objections; and
- i. preparing and delivering presentations to the Debtors' board of directors regarding the claims resolution process.

**(i) Corporate and Securities Matters [Matter No. 14]**

Total Fees: \$2,361,559.50

Total Hours: 2,066.20

40. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and the board of directors regarding corporate matters, governance, and reporting requirements. Specifically, K&E attorneys and paraprofessionals spent time:

- a. reviewing, analyzing, and advising the Debtors with respect various corporate issues, including, among other things, financial, corporate governance, compliance, and securities issues as well as other corporate matters related to the Debtors' chapter 11 cases;
- b. drafting materials to remain compliance with various governmental agencies, including the SEC's public reporting requirements;
- c. extensive analysis and documentation regarding the Debtors' reporting requirements and corporate structure;
- d. preparing materials to remain in compliance with public cleansing requirements under non-disclosure agreements;
- e. preparing for and participating in meetings and case update conferences with the Debtors' board of directors;
- f. reviewing securities filings and related documents, and addressing corporate or other matters with respect to the Debtors and their estates;
- g. drafting and negotiating the terms of the backstop commitment agreement; and
- h. drafting and negotiating additional documentation necessary for the Debtors to consummate the Rights Offering contemplated to the Plan.

**(j) Creditor and Stakeholder Communications [Matter No. 15]**

Total Fees: \$1,230,085.50

Total Hours: 1,050.10

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to secured creditors and collateral issues. Due to the complexity of the Debtors' capital structure, multiple groups of key stakeholders were represented by counsel and other professionals, and each sought to represent their interests in these cases and to connect with other stakeholders, which required extensive negotiation and coordination between the



Debtors and these creditor groups. Specifically, K&E attorneys and paraprofessionals spent time:

- a. responding to inquiries from the Debtors' creditors regarding case status and various motions;
- b. coordinating extensive communication both between the Debtors and individual creditor groups;
- c. preparing for and participating in regular meetings with counsel for creditor groups to allow for open negotiation of documentation, strategy, and open case issues; and
- d. assisting the Debtors with their compliance with chapter 11 operating and reporting requirements.

**(k) Creditors' Committee Matters [Matter No. 16]**

Total Fees: \$285,540.00  
Total Hours: 270.40

42. This Matter Category includes time spent by K&E attorneys meeting and corresponding with the official committee of unsecured creditors. Specifically, K&E attorneys and paraprofessionals spent time:

- a. negotiating all aspects of these cases with the creditors' committee, including preparing for and making presentations regarding the business and the path forward, and engaging in extensive discussions regarding various pleadings and issues, including committee objections to the disclosure statement and confirmation;
- b. corresponding with the creditors' committee regarding case status updates and developments;
- c. responding to information requests from the creditors' committee; and
- d. negotiating the terms of the Stipulation of Settlement [Docket No. 2279], which added finality to these cases by ending any appeal on behalf of the creditors' committee.

**(l) Employee and Labor Matters [Matter No. 17]**

Total Fees: \$946,275.50  
Total Hours: 955.10

43. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' employees and retention of those employees. Specifically, K&E attorneys and paraprofessionals spent time:

- a. addressing issues related to wages, compensation, benefits, and certain labor and employment programs and related statutes and regulations;
- b. reviewing and revising compensation materials;
- c. drafting and preparing the 2019 and 2020 Key Employee Incentive Programs and 2019 and 2020 Key Employee Retention Programs pleadings; and
- d. coordinating with the compensation committee and the Debtors to resolve compensation issues.

**(m) Executory Contracts and Unexpired Leases [Matter No. 18]**

Total Fees: \$3,571,413.00

Total Hours: 3,966.30

44. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts. Specifically, K&E attorneys spent time:

- a. advising the Debtors with respect to their rights and obligations under their executory contracts and unexpired leases under relevant bankruptcy and non-bankruptcy law;
- b. advising the Debtors with respect to the process for the assumption or rejection of certain executory contracts and unexpired leases of nonresidential real property;
- c. analyzing the benefits and obligations of the Debtors' executory contracts;
- d. reviewing and revising executory contract assumption and rejection materials;
- e. researching and analyzing issues related thereto;

- f. preparing, negotiating, and filing pleadings and notices related thereto; and
- g. negotiating the terms of the underlying documents that comprise the Unit Settlement, including ancillary agreements.

(n) **Hearings [Matter No. 19]**

Total Fees: \$674,144.50  
Total Hours: 727.80

45. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending approximately 19 separate hearings throughout the Fee Period. Despite the number of hearings, the Debtors always sought to be judicious and efficient regarding the number of lawyers attending each of these hearings. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending hearings during the Fee Period including preparing agendas, orders, and binders, settling orders before and after the hearings, and corresponding with various parties in preparation for and after the hearings. These services also included conferences to discuss multiple matters scheduled for a specific hearing and coordinating logistics.

(o) **Insurance Matters [Matter No. 20]**

Total Fees: \$35,288.50  
Total Hours: 48.20

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors' insurance policies and surety bond program were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time analyzing and reviewing the Debtors' insurance policies, including D&O insurance policies.

**(p) Investigation of Potential Claims [Matter No. 21]**

Total Fees: \$2,715,489.50  
Total Hours: 2,809.20

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals reviewing and analyzing potential claims held by the Debtors' estates. Specifically, K&E attorneys and paraprofessionals spent time researching and investigating the merits of the Debtors' potential causes of action and drafting relevant pleadings and other materials.

- a. preparing and delivering presentations to the Debtors' board of directors regarding the Uniti Investigation;
- b. coordinating the collection, review, and production of documents related to the Uniti Investigation;
- c. preparing for and completing interviews related to the Uniti Investigation;
- d. reviewing and revising diligence related to the Uniti Investigation;
- e. researching and analyzing case law and drafting memoranda related to the Uniti Investigation;
- f. evaluating the merits of potential claims related to the Uniti Investigation; and
- g. drafting and revising pleadings related to the Uniti Investigation.

**(q) Plan/Disclosure Statement/Confirmation [Matter No. 22]**

Total Fees: \$3,836,049.50  
Total Hours: 4,144.70

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing a plan of reorganization and a disclosure statement in connection with these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- a. researching and conducting diligence regarding legal and factual issues relevant to the Debtors' chapter 11 plan process, advising the Debtors on all aspects of their restructuring strategy (and related

discussions with the Debtors' management and directors, and other advisors);

- b. researching, drafting, negotiating, and revising four motions to extend the exclusive periods within which to file a plan of reorganization and solicit acceptances thereof;
- c. engaging with various creditor constituencies to seek a consensus on the terms of the Debtors' Plan and related pleadings;
- d. negotiating and finalizing the Plan Support Agreement;
- e. drafting and filing the Plan and related disclosure statement;
- f. negotiating and drafting modifications to the Plan to resolve informal responses by various creditors to confirmation of the Plan;
- g. drafting, negotiating, and filing the Plan Supplement and three amended Plan Supplements;
- h. drafting and filed the Debtors' brief in support of confirmation and declarations in support thereof;
- i. drafting and filing the Debtors' proposed confirmation order; and
- j. researching and analyzing issues related to each of the foregoing.

**(r) Regulatory Matters [Matter No. 23]**

Total Fees: \$130,113.00

Total Hours: 134.70

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals addressing regulatory issues related to the contemplated restructuring transactions and preparing appropriate filing. Specifically, K&E attorneys and paraprofessionals spent time:

- a. analyzing regulatory compliance with antitrust laws under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and foreign investment regulations promulgated by the Committee on Foreign Investment in the United States;
- b. drafting and revising pleadings to ensure regulatory compliance;
- c. drafting and revising documents to ensure compliance with the Federal Communications Commission and allow for a two-step regulatory process;

- d. drafting the Special Warrant Agreement; and
- e. corresponding with regulatory counsel related to each of the foregoing.

(s) **K&E Retention and Fee Matters [Matter No. 24]**

Total Fees: \$798,200.50

Total Hours: 1,378.70

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- a. preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;
- b. implementing internally established procedures which require the continuous analysis of potential new conflicts;
- c. preparing updated professional disclosures for filing with the Court;
- d. preparing and distributing K&E's monthly fee statements in accordance with the Interim Compensation Order; and
- e. reviewing all fee materials to ensure compliance with the Interim Compensation Order and applicable provisions of the Bankruptcy Code, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors.

(t) **Non-K&E Retention and Fee Matters [Matter No. 25]**

Total Fees: \$347,543.50

Total Hours: 495.20

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other retained and ordinary course professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- a. drafting applications and coordinating regarding the retention of debtor professionals, including Katten Muchin Rosenman LLP

[Docket No. 369]; Alvarez & Marsal North America, LLC [Docket No. 370]; KCC [Docket No. 371]; PJT Partners LP [Docket No. 372]; PricewaterhouseCoopers LLP [Docket No. 373]; Altman Vilandrie & Company [Docket No. 887]; SolomonEdwardsGroup, LLC [Docket No. 873]; and KPMG LLP [Docket No. 698];

- b. coordinating with the Debtors and their other advisors with respect to ordinary course professional payments and engagements and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code; and
- c. reviewing and filing fee statements and applications of other professionals.

**(u) Schedules and Statements [Matter No. 26]**

Total Fees: \$60,464.50  
Total Hours: 115.50

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to advising the Debtors, KCC, and other advisors in connection with the preparation, review, revision, and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs (the "Schedules and Statements"). Moreover, K&E attorneys advised the Debtors regarding drafting the Schedules and Statements, attended regular conferences with the Debtors and their advisors regarding the same, and conferred and corresponded with the Debtors and the Debtors' other professionals regarding the monthly operating reports. Specifically, K&E attorneys and paraprofessionals spent time reviewing and revising amended schedules and providing appropriate notices.

**(v) Tax Matters [Matter No. 27]**

Total Fees: \$1,750,346.50  
Total Hours: 1,457.40

53. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues relating to or arising during the chapter 11 cases. Specifically, K&E

attorneys spent time:

- a. corresponding with the Debtors and their other advisors with respect to potential tax accounting issues;
- b. negotiating various tax aspects of the Unit Settlement and plan, specifically appraisal issues for the associated leases and tax issues related to the asset purchase agreement and settlement agreement;
- c. engaging in discussions and strategy regarding a tax-efficient corporate structure;
- d. reviewing and revising the tax-related aspects of certain documents, including the plan, disclosure statement, and backstop commitment agreement;
- e. submitting reports to and maintaining compliance with the regulations and policies of the IRS and various state level governmental taxing authorities, including drafting submissions and corresponding with agencies regularly on related issues;
- f. extensively reviewing, revising, and addressing issues surrounding tax modeling, tax opinions, valuation and emergence strategy in conjunction with various professionals; and
- g. reviewing and revising various pleadings to ensure compliance with tax principles and applicable law.

(w) **Travel [Matter No. 28]**

Total Fees: \$737,310.50  
Total Hours: 684.90

54. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to traveling in connection with their representation of the Debtors. The amounts presented for review and the request for payment in the Fee Application reflect a reduction of one-half the charges for travel time.

(x) **Use, Sale, and Lease of Property [Matter No. 29]**

Total Fees: \$93,542.50  
Total Hours: 92.40



55. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the sale of certain of the Debtors' property interests, including those under the asset purchase agreement contemplated by the settlement with Uniti.

(y) **Vendor Matters [Matter No. 31]**

(z) Total Fees: \$846,909.50  
Total Hours: 1,078.20

56. This Matter Category includes significant time spent by K&E attorneys and paraprofessionals advising the Debtors on vendor and supplier issues. Specifically, K&E attorneys spent time:

- a. advising the Debtors on vendor and supplier issues, including with respect to first day relief and postpetition business activities, as well as advising on critical vendor status;
- b. corresponding with the Debtors and their other advisors with respect to various vendor inquiries; and
- c. drafting various materials, including stipulations, pleadings, and agreements, to resolve issues related to vendors and continuing service.

(aa) **Mediation [Matter No. 33]**

Total Fees: \$2,784,735.00  
Total Hours: 2,338.30

57. This matter includes time spent by K&E attorneys and paraprofessionals rendering services related to mediation with Uniti and the Debtors' major stakeholders. During the Fee Period, K&E professionals spent time:

- a. drafting the motion to appoint a mediator and negotiating with other parties to the mediation;
- b. preparing for, hosting, and attending numerous mediation sessions over the course of several months;
- c. engaging with the mediation parties and the mediator;
- d. drafting and distributing various mediation proposal materials; and

- e. papering documentation related to the mediation, including a term sheet and settlement with Uniti.

**Actual and Necessary Expenses Incurred by K&E**

58. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$2,510,299.14 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

**Reasonable and Necessary Services Provided by K&E**

**A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.**

59. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

60. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with over 200 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

61. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate and tax groups were heavily involved with K&E's representation

of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

**B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.**

62. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

63. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

64. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$4,271,347.75 and expenses by \$229,114.17. Consequently, K&E does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

**K&E Respectfully Requests the Court Allow K&E's Compensation and Reimbursement**

65. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled

practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

66. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

67. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$595 to \$1,845. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

68. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

69. In sum, K&E respectfully submits that the professional services provided by K&E

on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

70. No previous application for the relief sought herein has been made to this or any other Court.

#### **Reservation of Rights**

71. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications.

#### **Notice**

72. The Debtors shall serve notice of this Fee Application upon: (a) the U.S. Trustee; (b) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors' case website at [www.kccllc.net/windstream](http://www.kccllc.net/windstream)); and (c) the Application Recipients (as defined in the Interim Compensation Order). K&E respectfully submits that no other or further notice is necessary. Pursuant to the Interim Compensation Order, any party, other than the Notice Parties, that wishes to object to the Fee Application, must file its objection with the Court, with a copy to Chambers and serve it on the affected professional and the Notice Parties so that it is actually received on or before October 15, 2020, at 4:00 p.m. (prevailing Eastern Time).

#### **No Prior Request**

73. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided (i) during the Fourth Interim Fee Period in the amount of \$10,569,828.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Fourth Interim Fee Period in the amount of \$482,789.56 and (ii) during the Fee Period in the amount of \$42,092,119.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$2,510,299.14; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: August 14, 2020  
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.

Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)

Brad Weiland (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**Hessler Declaration**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

**DECLARATION OF STEPHEN E. HESSLER IN  
SUPPORT OF THE FOURTH INTERIM AND FINAL FEE APPLICATION OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,  
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE  
(I) FOURTH INTERIM FEE PERIOD FROM MARCH 1, 2020 THROUGH AND  
INCLUDING JUNE 26, 2020, AND THE (II) FINAL FEE PERIOD FROM  
FEBRUARY 25, 2019 THROUGH AND INCLUDING JUNE 26, 2020**

I, Stephen E. Hessler, being duly sworn, state the following under penalty of perjury:

1. I am the president of Stephen E. Hessler P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, “K&E”).<sup>2</sup> I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, the State of Michigan, and the District of Columbia, and I have been admitted to practice in the United States Bankruptcy Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kcellc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the "Fee Application"). To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rule 2016-1 and the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c) K&E is seeking compensation with respect to the approximately 212.6 hours and \$144,655.00 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices.<sup>3</sup> K&E concurrently revised their invoices for privileged and confidential information and accordingly did not spend any additional time reviewing time records to redact such privileged or confidential information;
- d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Rules; and
- f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

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<sup>3</sup> This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 14, 2020

Respectfully submitted,

/s/ Stephen E. Hessler  
Stephen E. Hessler, as President of Stephen E.  
Hessler, P.C., as Partner of Kirkland & Ellis  
LLP; and as Partner of Kirkland & Ellis  
International LLP

**Exhibit B**

**Retention Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP  
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE  
*NUNC PRO TUNC* TO THE PETITION DATE**

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Upon the unopposed application (the “Application”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Stephen E. Hessler, the president of Stephen E. Hessler, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Hessler Declaration”), and the declaration of Kristi Moody, Executive Vice President, General Counsel,

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the application.

and Corporate Secretary of Windstream Holdings, Inc. (the “Moody Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Hessler Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is necessary and in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and after due deliberation the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; a, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys *nunc pro tunc* to the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
  - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

5. Notwithstanding anything in the Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward

postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition advance payment retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

5. All compensation and reimbursement provisions of Kirkland's engagement letter are subject to paragraph 3 hereof.

6. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

7. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. All parties in interest retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code.

8. Kirkland shall not withdraw as Debtors' counsel before the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

9. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.



10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

11. To the extent the Application, the Hessler Declaration, the Moody Declaration, or the Engagement Letter are inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: White Plains, New York  
April 22, 2019

/s/Robert D. Drain  
\_\_\_\_\_  
THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit C**

**Engagement Letter**

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

Stephen E. Hessler, P.C.  
To Call Writer Directly:  
(212) 446-4974  
stephen.hessler@kirkland.com

601 Lexington Avenue  
New York, NY 10022  
  
(212) 446-4800  
  
www.kirkland.com

Facsimile:  
(212) 446-4900

Dated as of August 25, 2017

Windstream Holdings, Inc. and  
Windstream Services, LLC  
Attn.: Kristi Moody, Esq.  
4001 Rodney Parham Road  
Little Rock, Arkansas 72212

Re: Retention to Provide Legal Services

Dear Kristi:

We are very pleased that Windstream Holdings, Inc. and Windstream Services, LLC (collectively, "Client") have asked us to represent them. Please note, the Firm's representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity except as otherwise agreed in writing.

**General Terms.** This retention letter (this "Agreement") sets forth the terms of Client's retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the "Firm")) to provide legal services and constitutes an agreement between the Firm and Client (the "Parties"). This Agreement sets forth the Parties' entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the "Engagement"), except where the Parties otherwise agree in writing.

**Fees.** The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

## KIRKLAND & ELLIS LLP

Kristi Moody, Esq.

Dated as of August 25, 2017

Page 2

**Expenses.** Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

**Billing Procedures.** The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

**Retainer.** The Firm and the Client may agree that Client, if mutually agreed to by Client and the Firm, will provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any such advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply any such advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of any such advance payment retainers is in

## KIRKLAND & ELLIS LLP

Kristi Moody, Esq.

Dated as of August 25, 2017

Page 3

Client's best interests. The fact that Client may provide the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

**Termination.** The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

**Cell Phone and E-Mail Communication.** The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

## KIRKLAND & ELLIS LLP

Kristi Moody, Esq.

Dated as of August 25, 2017

Page 4

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

**File Retention.** All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction"). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

**Conflicts of Interest.** As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client. The Firm notes that the Firm currently represents or has represented some of the client's bondholders or their affiliates, including Allianz Capital Partners GmbH, Pacific Investment Management Company LLC, Allianz SE, AllianceBernstein Institutional Series, AllianceBernstein Holding LP, AXA SA, AXA REIM, Goldman Sachs Group, Inc., JPMorgan Chase Bank, N.A., and U.S. Bank National Association

## KIRKLAND & ELLIS LLP

Kristi Moody, Esq.

Dated as of August 25, 2017

Page 5

and/or their respective affiliates (collectively, the “Interested Parties”) and will continue to do so in such unrelated matters. Because Client is engaged in activities (and may in the future engage in additional activities) in which Client’s interests may diverge from those of the Interested Parties or the Firm’s other clients, the possibility exists that the Interested Parties or one of the Firm’s clients may take positions adverse to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client’s interests but also to those of the Firm’s other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm’s other clients, the possibility exists that one of the Firm’s current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which the Firm may be retained. In the event a present conflict of interest exists between Client and the Firm’s other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm’s representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (including in litigation, arbitration or other dispute resolution mechanisms). Client also agrees that the Firm’s representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff (“attorney investment entities”) have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client’s debt or equity securities, or conduct commercial transactions with Client (each, a “Passive Holding”). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm’s exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client’s ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm’s judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm’s disclosure of the foregoing.

**No Guarantee of Success.** It is impossible to provide any promise or guarantee about the outcome of Client’s matters. Nothing in this Agreement or any statement by Firm staff or attorneys

## KIRKLAND & ELLIS LLP

Kristi Moody, Esq.

Dated as of August 25, 2017

Page 6

constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

**Consent to Use of Information.** In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

**Reimbursement of Fees and Expenses.** Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

**LLP.** Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

**Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

**Miscellaneous.** This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is



## KIRKLAND & ELLIS LLP

Kristi Moody, Esq.

Dated as of August 25, 2017

Page 7

binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

\* \* \*

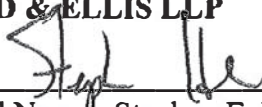
**KIRKLAND & ELLIS LLP**

Kristi Moody, Esq.  
Dated as of August 25, 2017  
Page 8

Please confirm Client's agreement with the arrangements described in this letter by signing below and returning it to me via electronic mail.

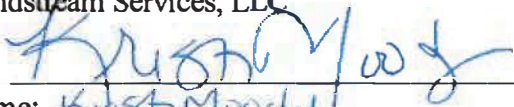
Very truly yours,

**KIRKLAND & ELLIS LLP**

By:   
Printed Name: Stephen E. Hessler, P.C.  
Title: Partner

Agreed and accepted:

Winstream Holdings, Inc. on behalf of itself and  
Windstream Services, LLC

By:   
Name: Kristi Moody  
Title: SVP-General Counsel and  
Corporate Secretary

## KIRKLAND & ELLIS LLP

### CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

*Effective 01/01/2017*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
  - ▶ Black and White Copy or Print (all sizes of paper):
    - \$0.16 per impression for all U.S. offices
    - €0.10 per impression in Munich
    - £0.15 per impression in London
    - HK\$1.50 per impression in Hong Kong
    - RMB1.00 per impression in Beijing and Shanghai
  - ▶ Color Copy or Print (all sizes of paper):
    - \$0.55 per impression
  - ▶ Scanned Images:
    - \$0.16 per page for black and white or color scans
  - ▶ Other Services:
    - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
    - Binding - \$0.70 per binding
    - Large or specialized binders - \$13/\$27
    - Tabs - \$0.13 per item
    - OCR/File Conversion - \$0.03 per page
    - Production Blowbacks - \$0.10 per page for electronic batch printing over 500 pages
    - Large Format Printing - \$1.00 per sq. ft.
  
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
  
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger. Where a K&E LLP in-house messenger is used, we charge clients a standard transaction charge plus applicable cab fare.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$4.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$4.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Schedule of Entities reflects Clients as of February 15, 2019

### Schedule A

A.R.C. Networks, Inc.  
Allworx Corp.  
American Telephone Company LLC  
ARC Networks, Inc.  
ATX Communications, Inc.  
ATX Licensing, Inc.  
ATX Telecommunications Services of Virginia, LLC  
Birmingham Data Link, LLC  
BOB, LLC  
Boston Retail Partners, LLC  
BridgeCom Holdings, Inc.  
BridgeCom International, Inc.  
BridgeCom Solutions Group, Inc.  
Broadview Networks of Massachusetts, Inc.  
Broadview Networks of Virginia, Inc.  
Broadview Networks, Inc.  
Broadview NP Acquisition Corp.  
Buffalo Valley Management Services, Inc.  
Business Telecom of Virginia, Inc.  
Business Telecom, LLC  
BV-BC Acquisition Corporation  
Cavalier IP TV, LLC  
Cavalier Services, LLC  
Cavalier Telephone Mid-Atlantic, L.L.C.  
Cavalier Telephone, L.L.C.  
CCL Historical, Inc.  
Choice One Communications of Connecticut, Inc.  
Choice One Communications of Maine, Inc.  
Choice One Communications of Massachusetts, Inc.  
Choice One Communications of New York, Inc.  
Choice One Communications of Ohio, Inc.  
Choice One Communications of Pennsylvania, Inc.  
Choice One Communications of Rhode Island, Inc.  
Choice One Communications of Vermont, Inc.  
Choice One Communications Resale, L.L.C.  
Choice One of New Hampshire, Inc.  
Cinergy Communications Company of Virginia, LLC  
Conestoga Enterprises, Inc.  
Conestoga Management Services, Inc.  
Conestoga Wireless Company  
Connecticut Broadband, LLC  
Connecticut Telephone & Communication Systems, Inc.  
Conversent Communications Long Distance, LLC  
Conversent Communications of Connecticut, LLC  
Conversent Communications of Maine, LLC  
Conversent Communications of Massachusetts, Inc.  
Conversent Communications of New Hampshire, LLC  
Conversent Communications of New Jersey, LLC  
Conversent Communications of New York, LLC  
Conversent Communications of Pennsylvania, LLC  
Conversent Communications of Rhode Island, LLC  
Conversent Communications of Vermont, LLC  
Conversent Communications Resale, L.L.C.  
CoreComm Communications, LLC  
CoreComm-ATX, Inc.

CTC Communications Corporation  
CTC Communications of Virginia, Inc.  
D&E Communications, LLC  
D&E Management Services, Inc.  
D&E Networks, Inc.  
D&E Wireless, Inc.  
DeltaCom, LLC  
EarthLink Business, LLC  
EarthLink Carrier, LLC  
Equity Leasing, Inc.  
Eureka Broadband Corporation  
Eureka Holdings, LLC  
Eureka Networks, LLC  
Eureka Telecom of VA, Inc.  
Eureka Telecom, Inc.  
Georgia Windstream, LLC  
Heart of the Lakes Cable Systems, Inc.  
Infocore, Inc.  
InfoHighway Communications Corporation  
Info-Highway International, Inc.  
InfoHighway of Virginia, Inc.  
Intellifiber Networks, LLC  
Iowa Telecom Data Services, L.C.  
Iowa Telecom Technologies, LLC  
IWA Services, LLC  
KDL Holdings, LLC  
LDMI Telecommunications, LLC  
Lightship Telecom, LLC  
MASSCOMM, LLC  
McLeodUSA Information Services LLC  
McLeodUSA Purchasing, L.L.C.  
McLeodUSA Telecommunications Services, L.L.C.  
MPX, Inc.  
Nashville Data Link, LLC  
Network Telephone, LLC  
Norlight Telecommunications of Virginia, LLC  
Oklahoma Windstream, LLC  
Open Support Systems, LLC  
PaeTec Communications of Virginia, LLC  
PaeTec Communications, LLC  
PAETEC Holding, LLC  
PAETEC iTel, L.L.C.  
PAETEC Realty LLC  
PAETEC, LLC  
PCS Licenses, Inc.  
Progress Place Realty Holding Company, LLC  
RevChain Solutions, LLC  
SM Holdings, LLC  
Southwest Enhanced Network Services, LLC  
Talk America of Virginia, LLC  
Talk America, LLC  
Televue, LLC  
Texas Windstream, LLC  
The Other Phone Company, LLC  
Trinet, LLC  
TruCom Corporation

US LEC Communications LLC  
US LEC of Alabama LLC  
US LEC of Florida LLC  
US LEC of Georgia LLC  
US LEC of Maryland LLC  
US LEC of North Carolina LLC  
US LEC of Pennsylvania LLC  
US LEC of South Carolina LLC  
US LEC of Tennessee LLC  
US LEC of Virginia LLC  
US Xchange of Illinois, L.L.C.  
US Xchange of Indiana, L.L.C.  
US Xchange of Michigan, L.L.C.  
US Xchange of Wisconsin, L.L.C.  
US Xchange, Inc.  
Valor Telecommunications of Texas, LLC  
WaveTel NC License Corporation  
WIN Sales & Leasing, Inc.  
Windstream Accucomm Networks, LLC  
Windstream Accucomm Telecommunications, LLC  
Windstream Alabama, LLC  
Windstream Arkansas, LLC  
Windstream Buffalo Valley, Inc.  
Windstream Business Holdings, LLC  
Windstream BV Holdings, LLC  
Windstream Cavalier, LLC  
Windstream Communications Kerrville, LLC  
Windstream Communications Telecom, LLC  
Windstream Communications, LLC  
Windstream Concord Telephone, LLC  
Windstream Conestoga, Inc.  
Windstream CTC Internet Services, Inc.  
Windstream D&E Systems, LLC  
Windstream D&E, Inc.  
Windstream Direct, LLC  
Windstream Eagle Holdings, LLC  
Windstream Eagle Services, LLC  
Windstream EN-TEL, LLC  
Windstream Finance Corp.  
Windstream Florida, LLC  
Windstream Georgia Communications, LLC  
Windstream Georgia Telephone, LLC  
Windstream Georgia, LLC  
Windstream Holding of the Midwest, Inc.  
Windstream Iowa Communications, LLC  
Windstream Iowa-Comm, LLC  
Windstream IT-Comm, LLC  
Windstream KDL, LLC  
Windstream KDL-VA, LLC  
Windstream Kentucky East, LLC  
Windstream Kentucky West, LLC  
Windstream Kerrville Long Distance, LLC  
Windstream Lakedale Link, Inc.  
Windstream Lakedale, Inc.  
Windstream Leasing, LLC  
Windstream Lexcom Communications, LLC



Windstream Lexcom Entertainment, LLC  
Windstream Lexcom Long Distance, LLC  
Windstream Lexcom Wireless, LLC  
Windstream Mississippi, LLC  
Windstream Missouri, LLC  
Windstream Montezuma, LLC  
Windstream Nebraska, Inc.  
Windstream Network Services of the Midwest, Inc.  
Windstream New York, Inc.  
Windstream Norlight, LLC  
Windstream North Carolina, LLC  
Windstream NorthStar, LLC  
Windstream NTI, LLC  
Windstream NuVox Arkansas, LLC  
Windstream NuVox Illinois, LLC  
Windstream NuVox Indiana, LLC  
Windstream NuVox Kansas, LLC  
Windstream NuVox Missouri, LLC  
Windstream NuVox Ohio, LLC  
Windstream NuVox Oklahoma, LLC  
Windstream NuVox, LLC  
Windstream of the Midwest, Inc.  
Windstream Ohio, LLC  
Windstream Oklahoma, LLC  
Windstream Pennsylvania, LLC  
Windstream Services, LLC  
Windstream SHAL Networks, Inc.  
Windstream SHAL, LLC  
Windstream Shared Services, LLC  
Windstream South Carolina, LLC  
Windstream Southwest Long Distance, LLC  
Windstream Standard, LLC  
Windstream Sugar Land, LLC  
Windstream Supply, LLC  
Windstream Systems of the Midwest, Inc.  
Windstream Western Reserve, LLC  
XETA Technologies, Inc.

**Exhibit D**

**Budget and Staffing Plan**

**Budget and Staffing Plan**

**(For Matter Categories for the Period Beginning on  
February 25, 2019, and Ending on June 26, 2020)**

**Budget**

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Hours Budgeted</b>	<b>Total Compensation Budgeted</b>
6	Chapter 11 Filing	345 - 443	\$295,300 - \$380,000
7	Adversary Proceedings, Contested Matters	4,640 - 6,005	\$3,337,500 - \$4,944,347
8	Automatic Stay Matters	1,725 - 2,216	\$1,298,912 - \$1,665,000
9	U.S. Trustee Issues and Communications	570 - 730	\$562,500 - \$725,000
10	Business Operations	1,645 - 2,115	\$1,425,000 - \$1,835,000
11	Case Administration	2,425 - 3,118	\$1,946,292 - \$2,495,000
12	Cash Collateral/Cash Management/DIP Financing	880 - 1,129	\$945,550 - \$1,215,000
13	Claims Administration and Objections	5,345 - 6,874	\$4,341,874 - \$5,590,000
14	Corporate and Securities Matters	1,830 - 2,353	\$1,856,399 - \$2,395,000
15	Creditor and Stakeholder Communications	1,895 - 2,434	\$1,664,886 - \$2,150,000
16	Creditors' Committee Matters	2,365 - 3,041	\$2,242,176 - \$2,885,000
17	Employee and Labor Matters	2,455 - 3,154	\$2,357,701 - \$3,040,000
18	Executory Contracts and Unexpired Leases	6,540 - 8,409	\$5,270,793 - \$6,785,000
19	Hearings	3,245 - 4,171	\$2,683,443 - \$3,445,000
20	Insurance Matters	370 - 474	\$262,500 - \$345,000
21	Investigation of Potential Claims	1,620 - 2,083	\$1,634,492 - \$2,100,000
22	Plan/Disclosure Statement/Confirmation	7,555 - 9,715	\$6,995,958 - \$8,995,000
23	Regulatory Matters	530 - 679	\$468,870 - \$600,000
24	K&E Retention and Fee Matters	1,810 - 2,326	\$1,230,272 - \$1,590,000
25	Non-K&E Retention and Fee Matters	1,405 - 1,805	\$934,008 - \$1,205,000
26	Schedules and Statements	1,610 - 2,068	\$1,200,000 - \$1,545,000
27	Tax Matters	990 - 1,270	\$1,161,081 - \$1,500,000
28	Travel	2,045 - 2,629	\$963,497 - \$1,240,000
29	Use, Sale, and Lease of Property	445 - 571	\$375,000 - \$480,000
30	Utilities	2,185 - 2,810	\$1,575,000 - \$202,5000
31	Vendor Matters	4,570 - 5,875	\$3,702,491 - \$4,765,000
33	Mediation	6,210 - 7,986	\$6,637,500 - \$8,535,000
<b>Total</b>		<b>68,615 - 85,172</b>	<b>\$58,976,841 - \$72,867,500</b>

**Staffing Plan**

<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Perform Work Across All Matters During the Budget Period</b>	<b>Average Hourly Rate<sup>1</sup></b>
Partner	21	\$1,299
Associate	27	\$756

<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Perform Work Across All Matters During the Budget Period</b>	<b>Average Hourly Rate<sup>1</sup></b>
Paralegal	8	\$388
Case Assistant	2	\$252
Junior Paralegal	4	\$277
<b>Total</b>	62	\$841

**Exhibit E**

**Voluntary Rate Disclosures**

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)<sup>1</sup> during the 12-month period from July 1, 2019 ending on June 30, 2020 (the “Comparable Period”) was, in the aggregate, approximately **\$967.33** per hour (the “Non-Bankruptcy Blended Hourly Rate”).<sup>2</sup>
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$909.51** per hour (the “Debtor Blended Hourly Rate”).<sup>3</sup>
- A detailed comparison of these rates is as follows:

<b>Position at K&amp;E</b>	<b>Debtor Blended Hourly Rate for This Fee Application</b>	<b>Non-Bankruptcy Blended Hourly Rate</b>
Partner	\$1,294.97	\$1,341.95
Of Counsel	\$1,307.42	\$1,032.00
Associate	\$783.31	\$809.89
Law Clerk	\$370.00	\$345.54
Paralegal	\$387.51	\$377.85
Junior Paralegal	\$269.33	\$248.35
Support Staff	\$334.21	\$351.13
<b>Total</b>	<b>\$909.51</b>	<b>\$967.33</b>

<sup>1</sup> It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

<sup>2</sup> K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

<sup>3</sup> K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

**Exhibit F**

**Summary of Total Fees Incurred and Hours Billed During the Fee Period**

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
							In this Application	In the First Interim Application	In this Application at First Interim Application Billing Rate
Richard B. Aftanas, P.C.	Partner	Corporate	1995	\$29,664.00	19.20	N/A	\$1,545.00	\$1,545.00	\$29,664.00
Paul D. Clement, P.C.	Partner	Litigation	1994	\$9,423.00	5.40	1	\$1,745.00	\$1,745.00	\$9,423.00
				\$912.50	0.50		\$1,825.00	\$1,745.00	\$872.50
Tim Cruickshank, P.C.	Partner	Corporate	2011	\$165,087.00	132.60	1	\$1,245.00	\$1,245.00	\$165,087.00
				\$2,849.00	2.20		\$1,295.00	\$1,245.00	\$2,739.00
				\$145,687.50	112.50		\$1,295.00	\$1,245.00	\$140,062.50
Thad W. Davis, P.C.	Partner	Taxation	2005	\$1,036.00	0.80	N/A	\$1,295.00	\$1,295.00	\$1,036.00
Brian Ford, P.C.	Partner	Corporate	2006	\$104,550.00	82.00	1	\$1,275.00	\$1,275.00	\$104,550.00
				\$18,556.50	13.90		\$1,335.00	\$1,275.00	\$17,722.50
Richard C. Godfrey, P.C.	Partner	Litigation	1979	\$31,383.00	19.80	N/A	\$1,585.00	\$1,585.00	\$31,383.00
Stephen C. Hackney, P.C.	Partner	Litigation	1997	\$315,121.50	215.10	1	\$1,465.00	\$1,465.00	\$315,121.50
				\$419,070.00	274.80		\$1,525.00	\$1,465.00	\$402,582.00
Stephen E. Hessler, P.C.	Partner	Restructuring	2002	\$1,549,819.50	990.30	1	\$1,565.00	\$1,565.00	\$1,549,819.50
				\$863,770.50	528.30		\$1,635.00	\$1,565.00	\$826,789.50
Richard U. S. Howell, P.C.	Partner	Litigation	2006	\$1,775,844.00	1,530.90	1	\$1,160.00	\$1,160.00	\$1,775,844.00
				\$1,391,536.50	1,117.70		\$1,245.00	\$1,160.00	\$1,296,532.00
Chad J. Husnick, P.C.	Partner	Restructuring	2004	\$1,060.50	0.70	N/A	\$1,515.00	\$1,515.00	\$1,060.50
Hariklia Karis, P.C.	Partner	Litigation	1995	\$18,687.50	12.50	N/A	\$1,495.00	\$1,495.00	\$18,687.50
Marc Kieselstein, P.C.	Partner	Restructuring	1988	\$919,594.00	587.60	1	\$1,565.00	\$1,565.00	\$919,594.00
				\$774,663.00	473.80		\$1,635.00	\$1,565.00	\$741,497.00
Joshua Korff, P.C.	Partner	Corporate	1994	\$58,246.50	37.70	1	\$1,545.00	\$1,545.00	\$58,246.50
				\$18,821.00	11.80		\$1,595.00	\$1,545.00	\$18,231.00
Ross M. Kwasteniet, P.C.	Partner	Restructuring	2002	\$1,380,165.00	911.00	1	\$1,515.00	\$1,515.00	\$1,380,165.00
				\$244,354.00	153.20		\$1,595.00	\$1,515.00	\$232,098.00
William A. Levy, P.C.	Partner	Taxation	1988	\$60,291.00	37.80	1	\$1,595.00	\$1,595.00	\$60,291.00
				\$527,387.00	320.60		\$1,645.00	\$1,595.00	\$511,357.00
Mario Mancuso, P.C.	Partner	International Trade	1997	\$1,471.50	0.90	N/A	\$1,635.00	\$1,635.00	\$1,471.50
Aaron Marks, P.C.	Partner	Litigation	1994	\$11,562.00	8.20	N/A	\$1,410.00	\$1,410.00	\$11,562.00

19-22312-rdd Doc 2438 Filed 08/14/20 Entered 08/14/20 20:27:39  
 Page 7 of 833 Main Document



Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
							In this Application	In the First Interim Application	In this Application at First Interim Application Billing Rate
Todd F. Maynes, P.C.	Partner	Taxation	1988	\$31,233.00	17.40	1	\$1,795.00	\$1,795.00	\$31,233.00
				\$4,243.50	2.30		\$1,845.00	\$1,795.00	\$4,128.50
Lee K. Morlock, P.C.	Partner	Taxation	2004	\$1,046.50	0.70	N/A	\$1,495.00	\$1,495.00	\$1,046.50
Erin E. Murphy	Partner	Litigation	2006	\$1,953.00	1.40	N/A	\$1,395.00	\$1,395.00	\$1,953.00
Christian O. Nagler	Partner	Corporate	1997	\$293.00	0.20	N/A	\$1,465.00	\$1,465.00	\$293.00
Daniel Perlman, P.C.	Partner	Real Estate	1985	\$1,196.00	0.80	1	\$1,495.00	\$1,495.00	\$1,196.00
				\$38,221.50	24.90		\$1,535.00	\$1,495.00	\$37,225.50
Scott D. Price, P.C.	Partner	Executive Compensation	1998	\$111,171.50	69.70	1	\$1,595.00	\$1,595.00	\$111,171.50
				\$109,545.00	67.00		\$1,635.00	\$1,595.00	\$106,865.00
Donald E. Rocap, P.C.	Partner	Taxation	1990	\$553.50	0.30	N/A	\$1,845.00	\$1,845.00	\$553.50
David A. Rosenberg, P.C.	Partner	Real Estate	2005	\$12,375.00	9.00	1	\$1,375.00	\$1,375.00	\$12,375.00
				\$41,035.00	29.00		\$1,415.00	\$1,375.00	\$39,875.00
Michael B. Slade	Partner	Litigation	1999	\$46,898.00	35.80	1	\$1,310.00	\$1,310.00	\$46,898.00
				\$73,377.00	52.60		\$1,395.00	\$1,310.00	\$68,906.00
Al Stemp, P.C.	Partner	Real Estate	2002	\$3,437.50	2.50	1	\$1,375.00	\$1,375.00	\$3,437.50
				\$283,000.00	200.00		\$1,415.00	\$1,375.00	\$275,000.00
David Wheat, P.C.	Partner	Taxation	1988	\$4,560.00	3.20	N/A	\$1,425.00	\$1,425.00	\$4,560.00
Joshua Zachariah, P.C.	Partner	Corporate	2006	\$4,485.00	3.00	N/A	\$1,495.00	\$1,495.00	\$4,485.00
Jeffrey Ayer	Partner	Litigation	1997	\$9,320.00	8.00	N/A	\$1,165.00	\$1,165.00	\$9,320.00
John G. Caruso	Partner	Real Estate	1992	\$795.00	0.60	N/A	\$1,325.00	\$1,325.00	\$795.00
Shawn B. Cooley	Partner	International Trade	2003	\$16,310.00	14.00	N/A	\$1,165.00	\$1,165.00	\$16,310.00
Kate Coverdale	Partner	Executive Compensation	2010	\$69,215.00	63.50	1	\$1,090.00	\$1,090.00	\$69,215.00
				\$24,178.50	19.90		\$1,215.00	\$1,090.00	\$21,691.00
Rana B. Dawson	Partner	Litigation	2008	\$2,629.00	2.20	N/A	\$1,195.00	\$1,195.00	\$2,629.00
Joshua Faulkner	Partner	Real Estate	2011	\$5,450.00	5.00	N/A	\$1,090.00	\$1,090.00	\$5,450.00
Yates French	Partner	Litigation	2008	\$820,960.00	733.00	1	\$1,120.00	\$1,120.00	\$820,960.00
				\$1,099,643.50	943.90		\$1,165.00	\$1,120.00	\$1,057,168.00
Susan D. Golden	Partner	Restructuring	1988	\$92,843.00	81.80	1	\$1,135.00	\$1,135.00	\$92,843.00
				\$61,100.00	52.00		\$1,175.00	\$1,135.00	\$59,020.00
Scott J. Gordon	Partner	Corporate	1995	\$7,975.00	5.00	1	\$1,595.00	\$1,595.00	\$7,975.00
				\$822.50	0.50		\$1,645.00	\$1,595.00	\$797.50

19-22312-rdd  
 Doc 2438  
 Filed 08/14/20  
 Entered 08/14/20 20:27:39  
 Page 73 of 898  
 Main Document

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Erik Hepler	Partner	Corporate	1990	\$11,056.50	8.10	1	\$1,365.00	\$1,365.00	\$11,056.50
				\$2,152.50	1.50		\$1,435.00	\$1,365.00	\$2,047.50
Ellen M. Jakovic	Partner	Litigation	1985	\$1,245.00	1.00	N/A	\$1,245.00	\$1,245.00	\$1,245.00
Vladimir Khodosh	Partner	Technology & IP Transactions	2002	\$1,210.00	1.00	N/A	\$1,210.00	\$1,210.00	\$1,210.00
Allison McDonald	Partner	Litigation	2013	\$305,245.00	297.80	2	\$1,025.00	\$995.00	\$296,311.00
				\$418.00	0.40		\$1,045.00	\$995.00	\$398.00
	\$218,203.50			219.30	\$995.00		\$995.00	\$218,203.50	
	\$229,600.00			224.00	\$1,025.00		\$995.00	\$222,880.00	
Cristine Pirro	Partner	Restructuring	2011	\$114,294.50	100.70	N/A	\$1,135.00	\$1,135.00	\$114,294.50
Robert W. Pommer	Partner	Litigation	1993	\$3,822.00	2.80	N/A	\$1,365.00	\$1,365.00	\$3,822.00
P. Paul Rezvani	Partner	Corporate	2013	\$1,635.00	1.50	2	\$1,090.00	\$1,045.00	\$1,567.50
			2013	\$55,615.00	49.00		\$1,135.00	\$1,045.00	\$51,205.00
	Associate		2013	\$63,431.50	60.70		\$1,045.00	\$1,045.00	
			2013	\$20,383.00	18.70		\$1,090.00	\$1,045.00	
Harker Rhodes	Partner	Litigation	2014	\$16,197.50	15.50	1	\$1,045.00	\$1,045.00	\$16,197.50
				\$15,111.00	13.80		\$1,095.00	\$1,045.00	\$14,421.00
Drue A. Santora	Partner	Corporate	2012	\$2,383.50	2.10	N/A	\$1,135.00	\$1,135.00	\$2,383.50
Christian Semonsen	Partner	Environmental	1999	\$2,470.00	2.00	N/A	\$1,235.00	\$1,235.00	\$2,470.00
Anthony Vincenzo Sexton	Partner	Taxation	2011	\$285,348.00	240.80	1	\$1,185.00	\$1,185.00	\$285,348.00
				\$293,859.50	232.30		\$1,265.00	\$1,185.00	\$275,275.50
Ravi Subramanian Shankar	Partner	Litigation	2011	\$1,617,655.00	1,578.20	1	\$1,025.00	\$1,025.00	\$1,617,655.00
				\$827,750.00	770.00		\$1,075.00	\$1,025.00	\$789,250.00
Michael C. Shultz	Partner	Real Estate	2014	\$545.00	0.50	N/A	\$1,090.00	\$1,045.00	\$522.50
Ian C. Spain	Partner	Litigation	2012	\$3,177.50	3.10	N/A	\$1,025.00	\$1,025.00	\$3,177.50
Christine Strumpfen-Darrie	Partner	Corporate	2003	\$239.00	0.20	N/A	\$1,195.00	\$1,195.00	\$239.00
Steve Toth	Partner	Corporate	2005	\$82,750.50	63.90	N/A	\$1,295.00	\$1,295.00	\$82,750.50
Dan Walbrun	Partner	Real Estate	2011	\$1,090.00	1.00	1	\$1,090.00	\$1,090.00	\$1,090.00
				\$485,222.50	416.50		\$1,165.00	\$1,090.00	\$453,985.00
Brad Weiland	Partner	Restructuring	2008	\$1,875,597.50	1,494.50	1	\$1,255.00	\$1,255.00	\$1,875,597.50
				\$1,347,421.00	1,001.80		\$1,345.00	\$1,255.00	\$1,257,259.00

19-22312-rdd Doc 2438 Filed 08/14/20 Entered 08/14/20 20:27:39 Main Document

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							In this Application	In the First Interim Application	
Jack N. Bernstein	Of Counsel	Employee Benefits	1995	\$51,942.50	39.50	1	\$1,315.00	\$1,315.00	\$51,942.50
				\$8,250.00	6.00		\$1,375.00	\$1,315.00	\$7,890.00
Lamina Bowen	Of Counsel	Litigation	2016	\$1,120.00	1.40	N/A	\$800.00	\$800.00	\$1,120.00
Joseph U. Schorer	Of Counsel	Corporate	1981	\$397.50	0.30	N/A	\$1,325.00	\$1,325.00	\$397.50
Magdalena Ines Auge Frayssinet	Associate	Corporate	Pending	\$6,961.50	11.70	N/A	\$595.00	\$595.00	\$6,961.50
Shawn Bagdasarian	Associate	Corporate	2014	\$434.00	0.40	N/A	\$1,085.00	\$1,085.00	\$434.00
Evelyn Blacklock	Associate	Litigation	2017	\$11,434.50	12.10	N/A	\$945.00	\$945.00	\$11,434.50
Ameneh M. Bordi	Associate	Restructuring	2017	\$460.00	0.50	N/A	\$920.00	\$920.00	\$460.00
Carolyn E. Brown	Associate	Litigation	2019	\$149,761.50	251.70	1	\$595.00	\$595.00	\$149,761.50
				\$424,743.00	696.30		\$610.00	\$595.00	\$414,298.50
Sean Brownridge	Associate	Corporate	2015	\$1,138.50	1.10	N/A	\$1,035.00	\$1,035.00	\$1,138.50
Leif Buschmann	Associate	Corporate	2017	\$22,561.50	26.70	N/A	\$845.00	\$845.00	\$22,561.50
Spencer Caldwell-McMillan	Associate	Restructuring	2019	\$96,747.00	162.60	2	\$595.00	\$595.00	\$96,747.00
				\$277,840.50	394.10		\$705.00	\$595.00	\$234,489.50
				\$233,766.00	315.90		\$740.00	\$595.00	\$187,960.50
Sara Cannon	Associate	Litigation	2014	\$159.00	0.20	N/A	\$795.00	\$795.00	\$159.00
Chris Ceresa	Associate	Restructuring	2020	\$199,087.00	334.60	1	\$595.00	\$595.00	\$199,087.00
				\$381,006.00	624.60		\$610.00	\$595.00	\$371,637.00
Neda Davanipour	Associate	Restructuring	2019	\$433,998.00	615.60	2	\$705.00	\$705.00	\$433,998.00
				\$326,427.50	405.50		\$805.00	\$705.00	\$285,877.50
				\$166,803.00	197.40		\$845.00	\$705.00	\$139,167.00
Tim Dondanville	Associate	Real Estate	2016	\$1,851.50	2.30	N/A	\$805.00	\$805.00	\$1,851.50
Andrew James Dragstrem	Associate	Corporate	2016	\$4,632.00	4.80	N/A	\$965.00	\$965.00	\$4,632.00
Jackie Duhl	Associate	Restructuring	2019	\$68,722.50	115.50	1	\$595.00	\$595.00	\$68,722.50
				\$2,608.50	3.70		\$705.00	\$595.00	\$2,201.50
Jake Alexander Ebers	Associate	Executive Compensation	2015	\$4,830.00	6.00	1	\$805.00	\$805.00	\$4,830.00
				\$2,587.00	2.60		\$995.00	\$805.00	\$2,093.00
Cassandra E. Fenton	Associate	Litigation	2017	\$179,657.50	258.50	2	\$695.00	\$695.00	\$179,657.50
				\$449,890.50	565.90		\$795.00	\$695.00	\$393,300.50
				\$762,772.50	913.50		\$835.00	\$695.00	\$634,882.50

19-22312-rdd  
 Doc 2438  
 Filed 08/14/20  
 Entered 08/14/20 20:27:39  
 Pg 15 of 853  
 Main Document

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
							In this Application	In the First Interim Application	In this Application at First Interim Application Billing Rate
Emily Flynn	Associate	Restructuring	2018	\$130,067.00	218.60	2	\$595.00	\$595.00	\$130,067.00
				\$81,075.00	115.00		\$705.00	\$595.00	\$68,425.00
				\$64,602.00	87.30		\$740.00	\$595.00	\$51,943.50
Stephen Ford	Associate	Restructuring	Pending	\$268,642.50	451.50	1	\$595.00	\$595.00	\$268,642.50
				\$64,296.00	91.20		\$705.00	\$595.00	\$54,264.00
Pratik K. Ghosh	Associate	Litigation	2017	\$446,790.00	562.00	1	\$795.00	\$795.00	\$446,790.00
				\$425,766.50	509.90		\$835.00	\$795.00	\$405,370.50
Jeffrey Ross Goldfine	Associate	Litigation	2016	\$7,030.00	7.60	N/A	\$925.00	\$925.00	\$7,030.00
Gene S. Goldmintz	Associate	Restructuring	2016	\$219,144.00	238.20	N/A	\$920.00	\$920.00	\$219,144.00
Robert Graham	Associate	Corporate	2016	\$30,204.50	31.30	N/A	\$965.00	\$965.00	\$30,204.50
Julia D. Harper	Associate	Litigation	2020	\$64,914.50	109.10	1	\$595.00	\$595.00	\$64,914.50
				\$142,496.00	233.60		\$610.00	\$595.00	\$138,992.00
Kent J. Hayden	Associate	Litigation	2014	\$10,762.50	10.50	N/A	\$1,025.00	\$1,025.00	\$10,762.50
Alex Hevia	Associate	Restructuring	2017	\$119,059.50	200.10	1	\$595.00	\$595.00	\$119,059.50
				\$64,648.50	91.70		\$705.00	\$595.00	\$54,561.50
Fred Anthony Hilow	Associate	Litigation	2018	\$8,665.50	10.90	N/A	\$795.00	\$795.00	\$8,665.50
Heidi Hockberger	Associate	Restructuring	2017	\$254,505.00	361.00	2	\$705.00	\$705.00	\$254,505.00
				\$301,794.50	374.90		\$805.00	\$705.00	\$264,304.50
				\$464,750.00	550.00		\$845.00	\$705.00	\$387,750.00
Keith Holt	Associate	Litigation	2017	\$29,976.50	35.90	N/A	\$835.00	\$835.00	\$29,976.50
Andrew Hurley	Associate	Corporate	2016	\$39,208.00	46.40	N/A	\$845.00	\$845.00	\$39,208.00
Thuy Huynh	Associate	Corporate	2018	\$57,457.50	81.50	1	\$705.00	\$705.00	\$57,457.50
				\$19,642.00	24.40		\$805.00	\$705.00	\$17,202.00
Jeremy A. Iloulian	Associate	International Trade	2018	\$888.00	1.20	N/A	\$740.00	\$740.00	\$888.00
Emily Joung	Associate	Corporate	2019	\$125,652.00	169.80	N/A	\$740.00	\$740.00	\$125,652.00
Deidre Kalenderian	Associate	Executive Compensation	2016	\$1,046.50	1.30	N/A	\$805.00	\$805.00	\$1,046.50
Bonnie Kalos	Associate	Corporate	2020	\$16,958.00	27.80	N/A	\$610.00	\$610.00	\$16,958.00
Jennifer Karinen	Associate	Corporate	2017	\$6,658.50	6.90	N/A	\$965.00	\$965.00	\$6,658.50
George Klidonas	Associate	Restructuring	2007	\$54,967.00	52.60	N/A	\$1,045.00	\$1,045.00	\$54,967.00
Kelsey Marie Laugel	Associate	Litigation	2017	\$38,159.50	45.70	N/A	\$835.00	\$835.00	\$38,159.50

19-22312-rdd  
 Doc 2438  
 Filed 08/14/20  
 Pg 46 of 803  
 Entered 08/14/20 20:27:39  
 Main Document

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
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Rebecca Liu	Associate	Executive Compensation	2014	\$2,821.00	2.60	N/A	\$1,085.00	\$1,085.00	\$2,821.00
John R. Luze	Associate	Restructuring	2013	\$679,386.00	682.80	2	\$995.00	\$995.00	\$679,386.00
				\$522,186.50	499.70		\$1,045.00	\$995.00	\$497,201.50
				\$741,055.00	683.00		\$1,085.00	\$995.00	\$679,585.00
Diego Jorge Martinez-Krippner	Associate	Litigation	2017	\$17,255.00	23.80	N/A	\$725.00	\$725.00	\$17,255.00
Tiffany T. Mason	Associate	Corporate	2016	\$19,462.00	26.30	N/A	\$740.00	\$740.00	\$19,462.00
Lekha Menon	Associate	Litigation	2019	\$17,472.50	24.10	N/A	\$725.00	\$725.00	\$17,472.50
Malhar Naik	Associate	Executive Compensation	2016	\$15,548.00	16.90	1	\$920.00	\$920.00	\$15,548.00
				\$6,184.50	5.70		\$1,085.00	\$920.00	\$5,244.00
Ignatius Y. Nam	Associate	Corporate	2020	\$2,501.00	4.10	N/A	\$610.00	\$610.00	\$2,501.00
Thomas P. O'Connor	Associate	Real Estate	2016	\$552.00	0.60	N/A	\$920.00	\$920.00	\$552.00
Francis Petrie	Associate	Restructuring	2017	\$259,017.00	367.40	2	\$705.00	\$705.00	\$259,017.00
				\$290,363.50	360.70		\$805.00	\$705.00	\$254,293.50
				\$880,321.00	1,041.80		\$845.00	\$705.00	\$734,469.00
William Phalen	Associate	Corporate	2018	\$1,110.00	1.50	N/A	\$740.00	\$740.00	\$1,110.00
Andrew Polansky	Associate	Restructuring	2018	\$179,749.50	302.10	2	\$595.00	\$595.00	\$179,749.50
				\$146,146.50	207.30		\$705.00	\$595.00	\$123,343.50
				\$13,616.00	18.40		\$740.00	\$595.00	\$10,948.00
Preeta D. Reddy	Associate	Technology & IP Transactions	2016	\$4,140.00	4.50	N/A	\$920.00	\$920.00	\$4,140.00
Margaret Reiney	Associate	Restructuring	2018	\$143,990.00	242.00	1	\$595.00	\$595.00	\$143,990.00
				\$689,300.00	1,130.00		\$610.00	\$595.00	\$672,350.00
Katie Roddy	Associate	Real Estate	2014	\$72,369.50	66.70	N/A	\$1,085.00	\$1,085.00	\$72,369.50
Brendan E. Ryan	Associate	Litigation	2014	\$56,580.00	55.20	N/A	\$1,025.00	\$1,025.00	\$56,580.00
Joseph Sanderson	Associate	Litigation	2015	\$2,920.50	3.30	N/A	\$885.00	\$885.00	\$2,920.50
Tommy Scheffer	Associate	Restructuring	2019	\$354,858.00	596.40	2	\$595.00	\$595.00	\$354,858.00
				\$351,442.50	498.50		\$705.00	\$595.00	\$296,607.50
				\$635,808.00	859.20		\$740.00	\$595.00	\$511,224.00
Reed T. Schuster	Associate	Corporate	2014	\$1,592.00	1.60	N/A	\$995.00	\$995.00	\$1,592.00

19-22312-1dd Doc 2438 Filed 08/14/20 Entered 08/14/20 20:27:39 Main Document Page 77 of 863

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
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Daniel R. Schwartz	Associate	Litigation	2016	\$377,275.50	426.30	2	\$885.00	\$885.00	\$377,275.50
				\$608,650.00	658.00		\$925.00	\$885.00	\$582,330.00
				\$28,809.00	29.70		\$970.00	\$885.00	\$26,284.50
Rohit Sengupta	Associate	Corporate	2017	\$16,341.50	20.30	N/A	\$805.00	\$805.00	\$16,341.50
Michael C. Shultz	Associate	Real Estate	2014	\$1,045.00	1.00	1	\$1,045.00	\$1,045.00	\$1,045.00
				\$1,635.00	1.50		\$1,090.00	\$1,045.00	\$1,567.50
Trudy Smith	Associate	Restructuring	2016	\$326,415.00	463.00	2	\$705.00	\$705.00	\$326,415.00
				\$380,765.00	473.00		\$805.00	\$705.00	\$333,465.00
				\$377,546.00	446.80		\$845.00	\$705.00	\$314,994.00
Jenna Marie Stupar	Associate	Litigation	2015	\$271,018.00	279.40	N/A	\$970.00	\$970.00	\$271,018.00
Taro Tan	Associate	Corporate	Pending	\$20,111.00	33.80	N/A	\$595.00	\$595.00	\$20,111.00
Nacif Taousse	Associate	Restructuring	2019	\$162,925.50	231.10	1	\$705.00	\$705.00	\$162,925.50
				\$19,481.00	24.20		\$805.00	\$705.00	\$17,061.00
Sara Shaw Tatum	Associate	Litigation - General	2017	\$1,701.00	1.80	N/A	\$945.00	\$945.00	\$1,701.00
Elizabeth Thorne	Associate	Corporate	2017	\$76,797.00	95.40	2	\$805.00	\$805.00	\$76,797.00
				\$1,012.00	1.10		\$920.00	\$805.00	\$885.50
				\$1,544.00	1.60		\$965.00	\$805.00	\$1,288.00
Alborz Tolou	Associate	Corporate	2018	\$422.50	0.50	N/A	\$845.00	\$845.00	\$422.50
Gregory Tsonis	Associate	Litigation	2015	\$439,097.50	474.70	1	\$925.00	\$925.00	\$439,097.50
				\$514,876.00	530.80		\$970.00	\$925.00	\$490,990.00
Benjamin C. Vizvary	Associate	Corporate	2019	\$22,875.00	37.50	N/A	\$610.00	\$610.00	\$22,875.00
Cora J. Walker	Associate	Corporate	2017	\$1,207.50	1.50	N/A	\$805.00	\$805.00	\$1,207.50
Mei Y. Wang	Associate	Executive Compensation	2018	\$178.50	0.30	N/A	\$595.00	\$595.00	\$178.50
Rachel Wang	Associate	Corporate	2020	\$66,856.00	109.60	N/A	\$610.00	\$610.00	\$66,856.00
Alex Warso	Associate	Restructuring	2016	\$2,796.50	4.70	N/A	\$595.00	\$595.00	\$2,796.50
Nicholas Warther	Associate	Taxation	2017	\$77,952.00	89.60	2	\$870.00	\$870.00	\$77,952.00
				\$144,572.00	153.80		\$940.00	\$870.00	\$133,806.00
				\$318,142.50	326.30		\$975.00	\$870.00	\$283,881.00
Taxi Wilson	Associate	Restructuring	2018	\$846.00	1.20	N/A	\$705.00	\$705.00	\$846.00
Kaangrok Yoo	Associate	Corporate	2020	\$1,647.00	2.70	N/A	\$610.00	\$610.00	\$1,647.00
Nancy Zambrana	Associate	Real Estate	2018	\$11,914.50	14.10	N/A	\$845.00	\$845.00	\$11,914.50
<b>Totals for Attorneys</b>				<b>\$39,922,228.00</b>	<b>40,254.10</b>				<b>\$38,189,527.50</b>

19-22312-rdd  
 Doc 2438  
 Filed 08/14/20  
 Entered 08/14/20 20:27:39  
 Pg 78 of 853  
 Main Document

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Dylan Friesner	Law Clerk	Restructuring	N/A	\$740.00	2.00	N/A	\$370.00	\$370.00	\$740.00
Anthony Abate	Paralegal	Restructuring	N/A	\$61,425.00	189.00	1	\$325.00	\$325.00	\$61,425.00
				\$38,726.00	113.90		\$340.00	\$325.00	\$37,017.50
Joanna Aybar	Paralegal	Corporate	N/A	\$238.00	0.70	N/A	\$340.00	\$340.00	\$238.00
Ryan Besaw	Paralegal	Restructuring	N/A	\$4,452.50	13.70	1	\$325.00	\$325.00	\$4,452.50
				\$204.00	0.60		\$340.00	\$325.00	\$195.00
Adam Collins	Paralegal	Litigation	N/A	\$116,352.00	323.20	1	\$360.00	\$360.00	\$116,352.00
				\$227,662.50	607.10		\$375.00	\$360.00	\$218,556.00
Joseph A. Correia	Paralegal	Corporate	N/A	\$1,720.00	4.00	N/A	\$430.00	\$430.00	\$1,720.00
Uzo Dike	Paralegal	Litigation	N/A	\$118,520.00	296.30	1	\$400.00	\$400.00	\$118,520.00
				\$341,545.00	823.00		\$415.00	\$400.00	\$329,200.00
Junelia Edwards	Paralegal	Litigation	N/A	\$292.50	0.90	N/A	\$325.00	\$325.00	\$292.50
Julia R. Foster	Paralegal	Restructuring	N/A	\$3,055.00	9.40	1	\$325.00	\$325.00	\$3,055.00
				\$1,564.00	4.60		\$340.00	\$325.00	\$1,495.00
Cecilia Hanlin	Paralegal	Corporate	N/A	\$390.00	1.20	N/A	\$325.00	\$325.00	\$390.00
Harry W. Hild	Paralegal	Litigation	N/A	\$2,656.00	8.30	N/A	\$320.00	\$320.00	\$2,656.00
Hannah Kupsky	Paralegal	Restructuring	N/A	\$57,200.00	176.00	1	\$325.00	\$325.00	\$57,200.00
				\$16,456.00	48.40		\$340.00	\$325.00	\$15,730.00
Daniel McNamara	Paralegal	Litigation	N/A	\$52,159.00	121.30	N/A	\$430.00	\$430.00	\$52,159.00
Amanda Mitchell	Paralegal	Litigation	N/A	\$91,728.00	254.80	N/A	\$360.00	\$360.00	\$91,728.00
Carrie Therese Oppenheim	Paralegal	Restructuring	N/A	\$181,847.00	422.90	1	\$430.00	\$430.00	\$181,847.00
				\$101,015.00	227.00		\$430.00	\$430.00	\$97,610.00
Robert Orren	Paralegal	Restructuring	N/A	\$17,501.00	40.70	N/A	\$430.00	\$430.00	\$17,501.00
Jonathon Marc Pelter	Paralegal	Corporate	N/A	\$75.00	0.20	N/A	\$375.00	\$375.00	\$75.00
Renee M. Prescan	Paralegal	Technology & IP Transactions	N/A	\$8,428.00	19.60	1	\$430.00	\$430.00	\$8,428.00
				\$2,358.50	5.30		\$445.00	\$430.00	\$2,279.00
Ryan Rouleau	Paralegal	Corporate	N/A	\$5,330.00	16.40	N/A	\$325.00	\$325.00	\$5,330.00
Laura Saal	Paralegal	Restructuring	N/A	\$215.00	0.50	N/A	\$430.00	\$430.00	\$215.00
Sven Soderberg	Paralegal	Corporate	N/A	\$24,123.00	56.10	N/A	\$430.00	\$430.00	\$24,123.00
Gary M. Vogt	Paralegal	Litigation	N/A	\$1,892.00	4.40	1	\$430.00	\$430.00	\$1,892.00
				\$1,335.00	3.00		\$445.00	\$430.00	\$1,290.00
Logan Taylor Wiggins	Paralegal	Litigation	N/A	\$141,876.00	394.10	N/A	\$360.00	\$360.00	\$141,876.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Tiffany Lang Chau	Junior Paralegal	Corporate	N/A	\$73.50	0.30	1	\$245.00	\$245.00	\$73.50
				\$3,391.50	13.30		\$255.00	\$245.00	\$3,258.50
Joseph Dobrowski	Junior Paralegal	Litigation	N/A	\$66,621.00	251.40	1	\$265.00	\$265.00	\$66,621.00
				\$109,835.00	399.40		\$275.00	\$265.00	\$105,841.00
Alonso Gerbaud	Junior Paralegal	Litigation	N/A	\$3,180.00	12.00	N/A	\$265.00	\$265.00	\$3,180.00
Katie Kane	Junior Paralegal	Restructuring	N/A	\$18,815.00	71.00	N/A	\$265.00	\$265.00	\$18,815.00
Alec Klimowicz	Junior Paralegal	Litigation	N/A	\$26,924.00	101.60	N/A	\$265.00	\$265.00	\$26,924.00
Michele Manzo	Junior Paralegal	Restructuring	N/A	\$7,128.50	26.90	1	\$265.00	\$265.00	\$7,128.50
				\$3,822.50	13.90		\$275.00	\$265.00	\$3,683.50
Mary M. Medina	Junior Paralegal	Litigation	N/A	\$2,750.00	10.00	N/A	\$275.00	\$275.00	\$2,750.00
Kiran Mehta	Junior Paralegal	Litigation	N/A	\$2,808.00	10.80	N/A	\$260.00	\$260.00	\$2,808.00
Katia Piza	Junior Paralegal	Litigation	N/A	\$6,280.50	23.70	1	\$265.00	\$265.00	\$6,280.50
				\$6,902.50	25.10		\$275.00	\$265.00	\$6,651.50
Leo Rosenberg	Junior Paralegal	Restructuring	N/A	\$8,268.00	31.20	1	\$265.00	\$265.00	\$8,268.00
				\$4,922.50	17.90		\$275.00	\$265.00	\$4,743.50
Dan Varn	Junior Paralegal	Restructuring	N/A	\$6,148.00	23.20	N/A	\$265.00	\$265.00	\$6,148.00
Daniel Weil	Junior Paralegal	Corporate	N/A	\$662.50	2.50	N/A	\$265.00	\$265.00	\$662.50
Lydia Yale	Junior Paralegal	Restructuring	N/A	\$577.50	2.10	N/A	\$275.00	\$275.00	\$577.50
Paula A. Daviduke	Junior Paralegal	Litigation	N/A	\$338.00	1.30	N/A	\$330.00	\$260.00	\$338.00
Library Business Research	Research Specialist	Administrative Services	N/A	\$1,800.00	5.00	N/A	\$360.00	\$360.00	\$1,800.00
				\$2,340.00	6.50		\$360.00	\$360.00	\$2,340.00
Library Document Retrieval	Research Specialist	Administrative Services	N/A	\$189.00	0.70	1	\$270.00	\$270.00	\$189.00
				\$140.00	0.50		\$270.00	\$270.00	\$135.00
Lib Expert Witness Research	Research Specialist	Administrative Services	N/A	\$5,220.00	14.50	1	\$360.00	\$360.00	\$5,220.00
				\$300.00	0.80		\$370.00	\$360.00	\$288.00
Library Factual Research	Research Specialist	Administrative Services	N/A	\$8,028.00	22.30	1	\$360.00	\$360.00	\$8,028.00
				\$4,752.00	13.20		\$360.00	\$360.00	\$4,752.00
				\$1,500.00	4.00		\$370.00	\$360.00	\$1,440.00
Library IP Research	Research Specialist	Administrative Services	N/A	\$4,032.00	11.20	N/A	\$360.00	\$360.00	\$4,032.00
Alli Beckett	Conflicts Analyst	Conflicts Analysis	N/A	\$7,847.00	26.60	N/A	\$295.00	\$295.00	\$7,847.00

File # 001/1429  
 Page 88 of 186  
 Filed 09/14/09  
 20:25:39  
 Main Document



Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Juliana Casas	Presentation Designer	Trial Technology	N/A	\$114.00	0.30	N/A	\$380.00	\$380.00	\$114.00
Michael Y. Chan	Conflicts Analyst	Conflicts Analysis	N/A	\$23,332.50	91.50	1	\$255.00	\$255.00	\$23,332.50
				\$8,480.00	32.00		\$255.00	\$255.00	\$8,160.00
Joel DePalma	Presentation Designer	Trial Technology	N/A	\$25,319.50	64.10	N/A	\$395.00	\$395.00	\$25,319.50
Michael Gallo	Investigator	Investigator	N/A	\$720.00	2.00	N/A	\$360.00	\$360.00	\$720.00
Anna Jirschele	Conflicts Analyst	Conflicts Analysis	N/A	\$3,060.00	12.00	N/A	\$255.00	\$255.00	\$3,060.00
Liz Miller	Compliance Analyst	Risk Management	N/A	\$442.00	1.30	N/A	\$340.00	\$340.00	\$442.00
Samuel Miller	Conflicts Analyst	Conflicts Analysis	N/A	\$23,230.00	101.00	N/A	\$230.00	\$230.00	\$23,230.00
Eric Nyberg	Conflicts Analyst	Conflicts Analysis	N/A	\$20,655.00	81.00	1	\$255.00	\$255.00	\$20,655.00
				\$3,975.00	15.00		\$255.00	\$255.00	\$3,825.00
Aaron Rutell	Trial Setup Specialist	Litigation	N/A	\$13,689.00	35.10	N/A	\$390.00	\$390.00	\$13,689.00
Kenneth Sampson	Conflicts Analyst	Conflicts Analysis	N/A	\$4,750.00	12.50	N/A	\$380.00	\$380.00	\$4,750.00
Ariisa Scott	Conflicts Analyst	Conflicts Analysis	N/A	\$1,150.00	5.00	N/A	\$230.00	\$230.00	\$1,150.00
Carmelo A. Soto	Trial Setup Specialist	Litigation	N/A	\$22,503.00	57.70	N/A	\$390.00	\$390.00	\$22,503.00
Janet Y. Walker	Court Services Specialist	Calendar Court Services	N/A	\$488.00	1.60	N/A	\$305.00	\$305.00	\$488.00
Amy Zayed	Conflicts Analyst	Conflicts Analysis	N/A	\$7,905.00	31.00	N/A	\$255.00	\$255.00	\$7,905.00
Kurt J. Wunderlich	M&A Clearance Director	Litigation	N/A	\$24,255.00	29.40	N/A	\$825.00	\$825.00	\$24,255.00
Toni M. Anderson	Technology Project Manager	Litigation	N/A	\$1,672.00	4.40	N/A	\$380.00	\$380.00	\$1,672.00
Megan Buenviaje	Litigation Support Specialist	Litigation	N/A	\$684.00	1.80	1	\$380.00	\$380.00	\$684.00
				\$2,172.50	5.50		\$380.00	\$380.00	\$2,090.00
Jeremy Piniak	Litigation Support Specialist	Litigation	N/A	\$114.00	0.30	N/A	\$380.00	\$380.00	\$114.00
				\$6,596.50	16.70		\$380.00	\$380.00	\$6,346.00
Roman Bielski	Trial Technology Specialist	Litigation	N/A	\$3,750.00	10.00	N/A	\$375.00	\$375.00	\$3,750.00

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 Pg 81 of 863  
 10-22-2014 10:27:39 AM  
 Main Document

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Josh Urban	Trial Technology Specialist	Litigation	N/A	\$7,275.00	19.40	N/A	\$375.00	\$375.00	\$7,275.00
				\$24,882.00	63.80	N/A	\$390.00	\$375.00	\$23,925.00
<b>Totals for Paraprofessionals</b>				<b>\$2,169,891.50</b>	<b>6,025.90</b>				<b>\$2,135,865.00</b>
<b>Grand Total</b>				<b>\$42,092,119.50</b>	<b>46,280.00</b>				<b>\$40,325,392.50</b>

9-22312-rdd Doc 2438 Filed 08/14/20 Entered 08/14/20 20:27:39 Main Document Pg 82 of 863

**Exhibit G**

**Summary of Actual and Necessary Expenses for the Fee Period**

**Summary of Actual and Necessary Expenses for the Fee Period**

<b>Expense</b>	<b>Vendor (if any)</b>	<b>Unit Cost (if applicable)</b>	<b>Amount</b>
Third Party Telephone Charges	West Unified Communications Services Inc.; Intrado Enterprise Collaboration Inc.		\$10,623.64
Standard Copies or Prints	Internal (Kirkland & Ellis LLP)		\$38,134.90
Binding	Internal (Kirkland & Ellis LLP)		\$401.80
Tabs/Indexes/Dividers	Internal (Kirkland & Ellis LLP)		\$771.81
Color Copies or Prints	Internal (Kirkland & Ellis LLP)		\$107,454.05
Large Format Copy/Print	Internal (Kirkland & Ellis LLP)		\$6.00
Scanned Images	Internal (Kirkland & Ellis LLP)		\$62.00
File Conversion	Internal (Kirkland & Ellis LLP)		\$176.25
Closing/Mini Books	Internal (Kirkland & Ellis LLP)		\$24.00
4" Binders	Internal (Kirkland & Ellis LLP)		\$377.00
5" Binders	Internal (Kirkland & Ellis LLP)		\$108.00
Flash Drives	Internal (Kirkland & Ellis LLP)		\$70.00
Postage			\$3.00
Outside Messenger Services	Comet Messenger Service Inc.; Crown Delivery & Logistics		\$3,391.33
Local Transportation	Vital Transportation Services Inc.; Dec Limousine & Bus Corp.		\$14,141.08
Travel Expense			\$167,692.07
Airfare			\$156,937.72
Transportation to/from airport	Vital Transportation Services Inc.; All About Charter Inc.; Boston Coach Corporation; Sunny's Worldwide; Windy City Limousine		\$87,579.52
Travel Meals			\$14,521.99
Other Travel Expenses			\$62,323.76
Court Reporter Fee/Deposition	Veritext; Planet Depos; Phipps Reporting Inc.		\$113,208.40
Filing Fees	Broadridge ICS		\$384,349.50
Appearance Fees			\$262.00
Calendar/Court Services			\$300.00
Other Court Costs and Fees	CourtCall LLC; Veritext		\$7,223.93
U.S. Local Counsel Fees	Beacon Hill Staffing Group LLC		\$17,395.20
Professional Fees	Beacon Hill Staffing Group LLC		\$10,934.87
Process Server Fees			\$828.58
Outside Computer Services			\$3,899.34
Outside Paralegal Assistance	Beacon Hill Staffing Group LLC		\$168,252.48
Outside Video Services	Veritext		\$1,389.50
Outside Printing Services	Transperfect Document Management Inc.; Inservio 3 LLC; Empire Discovery LLC; L2 Services LLC		\$121,479.94
Outside Copy/Binding Services	Transperfect Document Management Inc.; Empire Discovery LLC		\$20,218.22
Working Meals/K&E Only			\$854.57
Working Meals/K&E and Others	Seamless North America LLC		\$8,212.29
Catering Expenses	Eurest Dining Services; FLIK		\$177,445.53
Outside Retrieval Service	Thomson Reuters; Independence Legal Support; CourtAlert.com Inc.; United Corporate Services Inc.		\$191,460.70

<b>Expense</b>	<b>Vendor (if any)</b>	<b>Unit Cost (if applicable)</b>	<b>Amount</b>
Computer Database Research	PACER Service Center; Factivaa Inc.; Restructuring Concepts LLC; Sandline Discovery LLC; Bloomberg Finance LP; ProQuest LLC		\$357,455.88
Westlaw Research	Thomson Reuters - West Publishing Corp.		\$142,881.99
LexisNexis Research	LexisNexis		\$49,977.49
Overtime Transportation	Vital Transportation Services, Inc.; United Dispatch		\$9,729.42
Overtime Meals - Non-Attorney	Seamless North America LLC		\$1,659.72
Overtime Meals - Attorney	Seamless North America LLC; Grubhub Holdings, Inc.		\$8,170.41
Additional Attorney Support Overtime			\$38.70
Rental Expenses	Personal Convention Services Inc.		\$33,508.84
Miscellaneous Office Expenses			\$136.19
Client Electronic Data Storage			\$5,638.32
Overnight Delivery - Hard	Federal Express		\$4,806.96
Computer Database Research - Soft	PACER		\$3,780.25
<b>Total</b>			<b>\$2,510,299.14</b>

**Exhibit H**

**Summary of Fees and Expenses by Matter for the Fee Period**

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
6	Chapter 11 Filing	345 - 443	421.50	\$295,300 - \$380,000	\$308,872.50
7	Adversary Proceedings, Contested Matters	4,640 - 6,005	16,424.20	\$3,337,500 - \$4,944,347	\$14,128,625.00
8	Automatic Stay Matters	1,725 - 2,216	1,019.00	\$1,298,912 - \$1,665,000	\$754,523.00
9	U.S. Trustee Issues and Communications	570 - 730	87.30	\$562,500 - \$725,000	\$82,613.50
10	Business Operations	1,645 - 2,115	331.30	\$1,425,000 - \$1,835,000	\$368,687.00
11	Case Administration	2,425 - 3,118	767.30	\$1,946,292 - \$2,495,000	\$510,248.50
12	Cash Collateral/Cash Mgmt/DIP Fin.	880 - 1,129	1,152.40	\$945,550 - \$1,215,000	\$1,044,668.00
13	Claims Administration and Objections	5,345 - 6,874	1,931.60	\$4,341,874 - \$5,590,000	\$1,476,314.50
14	Corporate and Securities Matters	1,830 - 2,353	2,066.20	\$1,856,399 - \$2,395,000	\$2,361,559.50
15	Creditor and Stakeholder Communications	1,895 - 2,434	1,050.10	\$1,664,886 - \$2,150,000	\$1,230,085.50
16	Creditors' Committee Matters	2,365 - 3,041	270.40	\$2,242,176 - \$2,885,000	\$285,540.50
17	Employee and Labor Matters	2,455 - 3,154	955.10	\$2,357,701 - \$3,040,000	\$946,275.50
18	Executory Contracts and Unexpired Leases	6,540 - 8,409	3,966.30	\$5,270,793 - \$6,785,000	\$3,571,413.00
19	Hearings	3,245 - 4,171	727.80	\$2,683,443 - \$3,445,000	\$674,144.50
20	Insurance Matters	370 - 474	48.20	\$262,500 - \$345,000	\$35,288.50
21	Investigation of Potential Claims	1,620 - 2,083	2,809.20	\$1,634,492 - \$2,100,000	\$2,715,489.50
22	Plan/Disclosure Statement/Confirmation	7,555 - 9,715	4,144.70	\$6,995,958 - \$8,995,000	\$3,836,049.50
23	Regulatory Matters	530 - 679	134.70	\$468,870 - \$600,000	\$130,113.00
24	K&E Retention and Fee Matters	1,810 - 2,326	1,378.70	\$1,230,272 - \$1,590,000	\$798,200.50
25	Non-K&E Retention and Fee Matters	1,405 - 1,805	495.20	\$934,008 - \$1,205,000	\$347,543.50
26	Schedules and Statements	1,610 - 2,068	115.50	\$1,200,000 - \$1,545,000	\$60,464.50
27	Tax Matters	990 - 1,270	1,457.40	\$1,161,081 - \$1,500,000	\$1,750,346.50
28	Travel	2,045 - 2,629	684.90	\$963,497 - \$1,240,000	\$737,310.50
29	Use, Sale, and Lease of Property	445 - 571	92.40	\$375,000 - \$480,000	\$93,542.50
30	Utilities	2,185 - 2,810	332.10	\$1,575,000 - \$202,5000	\$212,556.00
31	Vendor Matters	4,570 - 5,875	1,078.20	\$3,702,491 - \$4,765,000	\$846,909.50
32	Expenses	N/A	N/A	N/A	\$2,510,299.14
33	Mediation	6,210 - 7,986	2,338.30	\$6,637,500 - \$8,535,000	\$2,784,735.00
<b>Totals</b>		<b>68,615 - 85,172</b>	<b>46,280.00</b>	<b>\$58,976,841 - \$72,867,500</b>	<b>\$44,602,418.64</b>

**Exhibit I**

**Detailed Description of Services Provided for the Fourth Interim Fee Period**



**March 2020 – Fees**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026804**  
**Client Matter: 24706-7**

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**In the Matter of Adversary Proceedings, Contested Matters**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 562,107.50

Total legal services rendered

\$ 562,107.50

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.30	340.00	782.00
Carolyn E. Brown	54.10	610.00	33,001.00
Adam Collins	12.40	375.00	4,650.00
Joel DePalma	5.40	395.00	2,133.00
Uzo Dike	104.00	415.00	43,160.00
Joseph Dobrowski	28.30	275.00	7,782.50
Cassandra E. Fenton	77.20	835.00	64,462.00
Yates French	127.90	1,165.00	149,003.50
Pratik K. Ghosh	30.40	835.00	25,384.00
Susan D. Golden	3.20	1,175.00	3,760.00
Julia D. Harper	23.90	610.00	14,579.00
Heidi Hockberger	1.20	845.00	1,014.00
Richard U. S. Howell, P.C.	94.20	1,245.00	117,279.00
Marc Kieselstein, P.C.	9.00	1,635.00	14,715.00
Ross M. Kwasteniet, P.C.	2.40	1,595.00	3,828.00
Tiffany T. Mason	2.00	740.00	1,480.00
Carrie Therese Oppenheim	0.20	445.00	89.00
Jeremy Piniak	1.10	395.00	434.50
Leo Rosenberg	1.40	275.00	385.00
Tommy Scheffer	6.80	740.00	5,032.00
Ravi Subramanian Shankar	20.80	1,075.00	22,360.00
Michael B. Slade	1.20	1,395.00	1,674.00
Carmelo A. Soto	13.00	390.00	5,070.00
Gregory Tsonis	14.30	970.00	13,871.00
Josh Urban	1.60	390.00	624.00
Brad Weiland	19.00	1,345.00	25,555.00
<b>TOTALS</b>	<b>657.30</b>		<b>\$ 562,107.50</b>

Legal Services for the Period Ending March 31, 2020

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Adversary Proceedings, Contested Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Joel DePalma	4.50	Correspond with K&E team re document review (.4); provide on site support in White Plains to prepare for trial (1.5); create and revise slides for closing presentation (1.3); review slides for accuracy and consistency (.7); conference with K&E team re trial preparation (.6).
03/01/20	Uzo Dike	2.20	Conference with K&E staff re retrieval of ECF filing (.5); correspond with Y. French and K&E conference center re deposition status, logistics and K&E access (.5); assist Y. French with preparation for potential expert deposition (.7); telephone conferences with vendors re trial services (.5).
03/01/20	Uzo Dike	0.40	Correspond with K&E team re settlement.
03/01/20	Cassandra E. Fenton	1.00	Analyze expert deposition transcript in preparation for trial.
03/01/20	Pratik K. Ghosh	2.00	Review and revise cross examination outline (1.1); review and analyze documents re same (.9).
03/01/20	Richard U. S. Howell, P.C.	2.80	Prepare for trial, including review of witness materials and opening materials.
03/01/20	Richard U. S. Howell, P.C.	7.50	Prepare for and attend telephone conferences with K&E team re settlement agreement and resolution of trial (5.2); prepare and review correspondence re trial and settlement of trial (2.3).
03/01/20	Carmelo A. Soto	5.00	Provide IT support and trial site administration (3.2); facilitate transportation and maintain trial office (1.8).
03/01/20	Josh Urban	1.60	Provide trial office logistics (1.1); back up trial database to server (.3); support onsite trial team (.2).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/20	Uzo Dike	7.90	Conference with C. Soto re trial office (.5); conference with SDNY clerk personnel re docket removal (.5); correspond with M. Nega and L. Bowen re same (.3); correspond and conference with vendors re trial materials (.7); coordinate logistics re White Plains trial office (4.0); review and analyze plan support agreement (.6); coordinate logistics re trial (1.3).
03/02/20	Joseph Dobrowski	2.50	Compile newly received case materials.
03/02/20	Richard U. S. Howell, P.C.	5.20	Conferences and telephone conferences with K&E team re settlement and next steps re contested settlement hearing (2.7); prepare and review correspondence re same (2.5).
03/02/20	Marc Kieselstein, P.C.	0.50	Review correspondence from counsel for unsecured indenture trustee re adjournment of trial.
03/02/20	Carmelo A. Soto	8.00	Coordinate trial logistics.
03/02/20	Brad Weiland	1.50	Correspond and telephone conferences with working group re trial cancellation and status conference (1.0); prepare for same (.5).
03/03/20	Uzo Dike	3.50	Coordinate logistics and assist with cleanup re deposition site (2.5); update expert files with final deposition transcripts and exhibits (.7); correspond with Veritext re invoices (.3).
03/03/20	Joseph Dobrowski	4.50	Update materials re re newly received case materials (3.7); revise Textmap database (.8).
03/03/20	Richard U. S. Howell, P.C.	6.60	Telephone conferences with K&E team re settlement and potential hearing re same (2.5); prepare and review correspondence and other materials re settlement, 9019 motion, and related issues (2.7); review and provide comments to draft pleadings (1.0); telephone conference with K&E team re potential discovery issues for 9019 hearing (.4).
03/03/20	Marc Kieselstein, P.C.	3.50	Analyze settlement hearing issues, witnesses, and case law re settlement value.
03/03/20	Ross M. Kwasteniet, P.C.	2.40	Prepare for and participate in telephone conference with K&E team re update (.5); correspond with K&E team re status conference (.4); review latest settlement documents (1.5).
03/04/20	Uzo Dike	0.30	Coordinate document filings.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/20	Joseph Dobrowski	4.60	Revise DMS and network re newly received case materials for attorneys' review.
03/04/20	Richard U. S. Howell, P.C.	4.40	Telephone conferences re 9019 motion and related litigation (1.6); prepare and review correspondence re same (1.3); review and provide comments to draft pleadings (.8); review legal research related to potential issues for 9019 hearing (.7).
03/04/20	Ravi Subramanian Shankar	0.40	Revise 9019 motion and correspond re same.
03/05/20	Adam Collins	1.00	Compile and organize case materials.
03/05/20	Joseph Dobrowski	4.80	Revise DMS and network re newly received case materials for attorneys' review (3.4); revise fields in Relativity deposition exhibits database (1.4).
03/05/20	Susan D. Golden	0.40	Correspond with J. Luze and K&E team re equity holder request to U.S. Trustee.
03/05/20	Richard U. S. Howell, P.C.	3.00	Telephone conferences re settlement and 9019 issues (1.5); prepare and review correspondence re same (.7); review and provide comments to draft 9019 motion (.8).
03/05/20	Carrie Therese Oppenheim	0.20	Compile cited orders re GLM appeal brief.
03/05/20	Jeremy Piniak	0.20	Coordinate preparation of deposition exhibits for attorney review.
03/05/20	Leo Rosenberg	1.40	Pull orders re critical vendor motions (1.2); correspond with H. Hockberger re same (.2).
03/05/20	Brad Weiland	0.60	Review potential litigation items.
03/06/20	Anthony Abate	1.50	Prepare, revise, file and serve Uniti settlement motion.
03/06/20	Joel DePalma	0.90	Gather, review, and enter adversary proceeding expenses.
03/06/20	Uzo Dike	1.40	Conference with R. Shankar re procedures re litigation (.3); correspond with R. Howell re processing of trial vendor invoices (.3); coordinate and manage update of case and DMS folders (.7); correspond with K&E team re same (.1).
03/06/20	Joseph Dobrowski	3.90	Revise case files re newly received case materials (1.8); revise fields in Relativity deposition exhibits database (2.1).
03/06/20	Susan D. Golden	0.40	Correspond with K&E team re 9019 order (.2); telephone conference with J. Luze re same (.2).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/20	Richard U. S. Howell, P.C.	4.90	Prepare and review correspondence re settlement and 9019 issues (2.7); review draft 9019 motion and related materials (1.4); telephone conferences re open litigation issues (.8).
03/07/20	Richard U. S. Howell, P.C.	2.20	Telephone conferences re open issues related to settlement (.9); prepare and review correspondence re same (1.3).
03/08/20	Uzo Dike	1.30	Correspond with R. Howell, J. Syperski and G. Stachnik re preparation of vendor invoices re expert depositions and trial preparation (.7); coordinate and manage update of case files (.5); correspond with J. Dobrowski re materials re same (.1).
03/08/20	Richard U. S. Howell, P.C.	1.30	Prepare and review correspondence re open issues relating to settlement (.8); review legal research re same (.5).
03/09/20	Uzo Dike	1.50	Review and prepare expert deposition/trial prep vendor invoices (.9); coordinate and manage update of case files (.6).
03/09/20	Joseph Dobrowski	0.60	Update case files re newly filed pleadings.
03/09/20	Yates French	1.80	Review and summarize discovery requests.
03/09/20	Pratik K. Ghosh	2.70	Review and analyze D. Polster deposition transcript (2.4); summarize analysis and correspond with R. Shankar re same (.3).
03/09/20	Richard U. S. Howell, P.C.	3.50	Review discovery re 9019 motion (.6); telephone conferences re same (1.2); prepare and review correspondence re same (.4); prepare and review materials to prepare for 9019 hearing re Uniti settlement (1.3).
03/09/20	Brad Weiland	0.70	Review and analyze potential litigation and discovery items.
03/10/20	Adam Collins	3.30	Attend conference with K&E team re 9019 hearing (.9); assist with finalizing discovery (2.4).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/20	Uzo Dike	4.50	Prepare for and participate in conference with K&E team re 9019 discovery requests and document collection re same (1.5); update and revise case calendar to reflect 9019 discovery-related deadlines and potential deposition dates (.6); review and assess requests for production and 30(b)(6) discovery for background and issues (.6); assist team with drafting of search terms re discovery (.6); coordinate and manage update of case materials (.3); correspond re materials re same to J. Dobrowski (.4); research Relativity for documents related to settlement discussions (.5).
03/10/20	Joseph Dobrowski	0.80	Revise case files re newly received case materials.
03/10/20	Cassandra E. Fenton	1.20	Prepare for and participate in conference with K&E team re 9019 motion.
03/10/20	Yates French	4.90	Prepare for and attend conference with K&E team (1.4); coordinate collection of 9019 documents (3.5).
03/10/20	Pratik K. Ghosh	2.20	Conference with litigation team re rule 9019 motion and discovery (1.0); review 9019 discovery requests (1.2).
03/10/20	Julia D. Harper	1.00	Telephone conference with K&E team re 9019 discovery request and next steps.
03/10/20	Richard U. S. Howell, P.C.	5.30	Conferences and telephone conferences with K&E team to develop strategy for potential contested 9019 hearing (2.2); prepare and review correspondence, discovery, and additional materials re same (2.0); telephone conference with K&E team re litigation aspects of open restructuring issues (.5); review draft pleadings and provide comments to same (.6).
03/10/20	Ravi Subramanian Shankar	3.20	Review and revise settlement agreement (1.1); prepare for and conference with K&E re 9019 case strategy (2.1).
03/10/20	Brad Weiland	1.80	Conferences with K&E team re potential litigation and preparedness re same.
03/11/20	Carolyn E. Brown	7.20	Review and analyze requests for production (1.2); draft Debtors' responses to requests for production (6.0).



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/20	Uzo Dike	3.50	Prepare for and attend telephone conference with Company and K&E team re 9019 discovery requests and response strategy (.5); research re document collection (.4); update and revise materials for 9019 discovery requests (1.8); correspond with Y. French and C. Fenton re same (.2); review and analyze Windstream board-related documents (.6).
03/11/20	Joseph Dobrowski	0.40	Compile newly received case materials.
03/11/20	Cassandra E. Fenton	1.90	Analyze discovery requests and draft responses.
03/11/20	Yates French	8.30	Review and summarize discovery requests (2.2); coordinate collection of ESI (2.3); review documents for production (3.8).
03/11/20	Julia D. Harper	0.50	Research re expert testimony.
03/11/20	Heidi Hockberger	0.50	Correspond with K&E team re discovery.
03/11/20	Richard U. S. Howell, P.C.	5.20	Telephone conferences re discovery and litigation strategy issues related to 9019 hearing (1.2); prepare and review correspondence re same (1.4); review and provide comments to draft pleadings and related documents (.5); prepare materials for use at 9019 hearing (1.3); prepare and review correspondence re open non-Uniti settlement litigation items (.8).
03/11/20	Brad Weiland	1.30	Review and analyze potential litigation and discovery items and preparations re same (.8); correspond and telephone conferences with advisors, K&E team re same (.5).
03/12/20	Anthony Abate	0.40	Search for and distribute materials re settlement agreement (.2); draft template re same (.2).
03/12/20	Carolyn E. Brown	2.50	Draft and revise Debtors' responses to requests for production.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/20	Uzo Dike	8.00	Compile materials and settlement-related documents responsive to 9019 discovery requests (3.5); correspond with Sandline PM team re processing and transmittal of same via Sandline FTP (.6); correspond with Y. French, K. Smith, and P. Anderson re status of correspondence collection (.4); prepare revisions to coding panel for 9019 documents (.5); revise excel spreadsheet tracking documents for 9019 discovery requests (.8); correspond with review team forwarding same (.3); correspond with K&E team for 9019 review (.5); prepare and quality check 9019 settlement documents (1.4).
03/12/20	Joseph Dobrowski	0.40	Update case files re newly filed pleadings.
03/12/20	Cassandra E. Fenton	7.50	Analyze and revise discovery responses (3.3); analyze and manage document production (2.4); conference with K&E team re document collection (.5); analyze research re mediation privilege (1.3).
03/12/20	Yates French	8.00	Coordinate collection and review of documents (3.8); review documents for production (4.2).
03/12/20	Pratik K. Ghosh	1.50	Conference with K&E team re 9019 settlement mediation privilege issues (.2); research re same (1.3).
03/12/20	Julia D. Harper	0.80	Research re expert witness testimony.
03/12/20	Richard U. S. Howell, P.C.	1.10	Prepare and review correspondence re open discovery issues re 9019 settlement (.8); telephone conference re same (.3).
03/13/20	Carolyn E. Brown	5.80	Review and analyze documents re Windstream and Uniti settlement negotiations.
03/13/20	Uzo Dike	1.10	Revise draft K&E preservation order (.3); correspond with R. Shankar re same (.2); correspond with team to confirm correspondence collection information (.6).
03/13/20	Joseph Dobrowski	0.30	Revise case files re newly received case materials.
03/13/20	Cassandra E. Fenton	7.40	Analyze and revise letter re meet and conference (2.2); analyze and revise discovery requests (2.8); analyze and manage document production (2.4).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

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03/13/20	Yates French	8.20	Coordinate collection and review of documents (4.0); review documents for production (4.2).
03/13/20	Pratik K. Ghosh	1.40	Research and analyze case law and secondary sources re 9019 settlement issues.
03/13/20	Julia D. Harper	3.90	Review documents in response to 9019 motion.
03/13/20	Brad Weiland	1.30	Review and analyze hearing matters and potential contested items (.5); review and analyze litigation and discovery issues re settlement and backstop (.8).
03/14/20	Carolyn E. Brown	3.30	Review and analyze documents re Windstream and Uniti settlement negotiations.
03/14/20	Cassandra E. Fenton	2.30	Analyze and review documents for production.
03/14/20	Yates French	4.70	Review documents for production (1.9); coordinate review and production of documents (2.8).
03/15/20	Uzo Dike	2.30	Research and analyze settlement-related materials for potential 9019 production (.6); research and review documents for review (.6); update and revise 9019 board documents materials and circulate to team for review (.4); research correspondence domains for document production (.4); correspond re additional search parameters for correspondence collection (.3).
03/15/20	Cassandra E. Fenton	1.80	Analyze and review documents for production.
03/15/20	Yates French	2.20	Review documents for production (.8); coordinate review and production of documents (1.4).
03/15/20	Richard U. S. Howell, P.C.	1.70	Prepare and review correspondence re open discovery issues (.9); update materials re potential contested 9019 hearing (.8).
03/16/20	Anthony Abate	0.40	Compile and distribute precedent re adversary case dismissal.
03/16/20	Carolyn E. Brown	1.80	Attend litigation telephone conference re discovery (.8); research and analyze case law re mediation privilege (1.0).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Adversary Proceedings, Contested Matters

Invoice Number: 1050026804  
 Matter Number: 24706-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/20	Adam Collins	1.30	Telephone conference with K&E team re 9019 hearing (.4); assist with finalizing 9019 discovery responses (.9).
03/16/20	Uzo Dike	8.20	Correspond with K&E Risk Management re additional search parameters (.5); plan for and participate in telephone conferences with K&E team re update on 9019 document review (.9); assist with revisions to and proofread of responses to requests for production prior to service (.7); correspond with Y. French and C. Fenton re same (.2); coordinate preparation of 9019 review coding panels with Sandline PM team (.5); complete research for documents to be withheld from 9019 production (1.3); complete research for responsive documents in 9019 production (3.4); correspond with Y. French and C. Fenton re same (.7).
03/16/20	Joseph Dobrowski	0.20	Revise case files re newly received case materials.
03/16/20	Cassandra E. Fenton	7.10	Telephone conference with K&E team re discovery responses (.3); participate in litigation team meeting (.9); review and analyze documents for production (2.1); analyze and revise discovery responses (2.4); analyze and manage document collection (1.4).
03/16/20	Yates French	11.20	Prepare for and conference with K&E team re discovery (2.0); review documents for production (2.5); coordinate review and production of documents (6.7).
03/16/20	Pratik K. Ghosh	1.00	Conference with litigation team re rule 9019 discovery requests (.6); review and analyze mediation order and related case law re same (.4).
03/16/20	Susan D. Golden	0.20	Telephone conference with D. Li re Charter trial logistics.
03/16/20	Julia D. Harper	0.70	Attend conference with K&E team re discovery issues.
03/16/20	Julia D. Harper	3.30	Research mediation privilege.
03/16/20	Richard U. S. Howell, P.C.	1.20	Prepare and review correspondence re 9019 hearing and open discovery issues (.7); review documents for production (.5).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/20	Marc Kieselstein, P.C.	3.00	Consider mediation privilege and Uniti issues, other open discovery issues, perspectives on settlement, allocation issues.
03/16/20	Jeremy Piniak	0.40	Coordinate internal data collection (.2); correspond with U. Dike re same (.2).
03/16/20	Tommy Scheffer	3.10	Review and revise declaration in support of backstop commitment motion (2.5); correspond with K&E team re same (.6).
03/16/20	Ravi Subramanian Shankar	8.30	Draft direct declaration for 9019 motion (4.8); review and analyze materials re same (2.4); conference with K&E team re 9019 motion strategy (.7); correspond re document collection and deadlines for 9019 motion (.4).
03/16/20	Michael B. Slade	1.20	Telephone conference with team re 9019 discovery (.5); review materials re privilege issue and correspond re same (.7).
03/16/20	Gregory Tsonis	1.40	Review and analyze discovery requests and correspondence and conference with attorneys re discovery (.7); telephone conference re case status and discovery (.7).
03/16/20	Brad Weiland	1.30	Correspond with litigation team re discovery items (.4); review and analyze materials re same (.7); review and analyze opposition to settlement and backstop and status of discovery and discussions (.2).
03/17/20	Carolyn E. Brown	7.90	Draft and revise responses to discovery requests.
03/17/20	Adam Collins	0.80	Assist with the production review for the 9019 discovery requests.
03/17/20	Uzo Dike	6.10	Coordinate and manage settlement materials (1.1); prepare for and participate in telephone conference with team re upcoming 9019 discovery (.3); prepare and organize 9019 settlement discovery for review (.7); complete final review of responsive 9019 documents (1.7); conference with C. Fenton and A. Collins re same (.5); final review and quality check of 9019 documents for completeness (1.8).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/20	Uzo Dike	2.80	Final review and quality check of 9019 documents for completeness (1.8); correspond with Sandline PM team re 9019 document production (.3); correspond with counsel re document production (.2); compile 9019 production documents (.5).
03/17/20	Cassandra E. Fenton	3.90	Manage document collection and review (.7); participate in telephone conference with K&E team re discovery responses (.3); analyze and revise discovery responses (1.6); analyze documents for production (1.3).
03/17/20	Yates French	8.20	Review documents for production (4.0); coordinate review and production of documents (4.2).
03/17/20	Pratik K. Ghosh	3.90	Review and analyze documents in response to rule 9019 discovery requests.
03/17/20	Richard U. S. Howell, P.C.	3.70	Telephone conferences with K&E team to develop strategy for 9019 hearing, discuss scheduling issues and open discovery issues (1.0); prepare and review correspondence re same (.5); review materials re same (2.2).
03/17/20	Jeremy Piniak	0.30	Coordinate internal data delivery to Sandline (.2); correspond with U. Dike re same (.1).
03/17/20	Tommy Scheffer	2.80	Review and revise declaration in support of backstop commitment agreement motion (2.2); correspond and telephone conferences with K&E team re same (.6).
03/17/20	Ravi Subramanian Shankar	4.00	Revise declaration for 9019 motion (1.1); review and analyze materials re same (2.9).
03/17/20	Brad Weiland	1.30	Review and analyze scheduling and litigation status (.5); correspond with K&E team re same (.4); review and revise potential litigation schedule (.4).
03/18/20	Carolyn E. Brown	9.90	Draft and revise responses to discovery requests (5.7); review and analyze correspondence re mediation and settlement negotiations (4.2).
03/18/20	Adam Collins	5.50	Assist with production review for 9019 discovery requests.

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Adversary Proceedings, Contested Matters

Invoice Number: 1050026804  
 Matter Number: 24706-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/20	Uzo Dike	3.40	Research and assess Relativity re status of 9019 document review and running total of Responsive documents (1.3); correspond with K&E team re same (.2); correspond with A. Collins and counsel from Ropes & Gray and Sullivan Law re transmittal of production documents (.5); analyze and research Relativity re 9019 production (.7); update and revise 9019 board documents tracker (.7).
03/18/20	Joseph Dobrowski	2.70	Revise case files re newly received case materials.
03/18/20	Cassandra E. Fenton	4.00	Draft and revise responses to 30(b)(6) notices (2.6); analyze documents for production (1.4).
03/18/20	Yates French	9.00	Prepare for and attend telephone conference with R. Howell re same (1.5); review documents for production (4.5); coordinate review and production of documents (3.0).
03/18/20	Pratik K. Ghosh	3.90	Review and analyze documents in response to rule 9019 discovery requests.
03/18/20	Susan D. Golden	1.40	Telephone conferences with Y. French re discovery (.5); telephone conference with D. Li and V. Genna re courthouse logistics for video hearings (.4); telephone conference with D. Li re Charter trial logistics (.2); telephone conference with B. Weiland 9019 hearing logistics (.3).
03/18/20	Julia D. Harper	3.90	Review documents in response to requests for production.
03/18/20	Richard U. S. Howell, P.C.	5.10	Telephone conferences re open litigation issues including 9019 hearing discovery and litigation strategy issues (1.3); prepare and review correspondence re same (2.5); review draft documents and provide comments re same (.3); review legal research re open discovery issues (1.0).
03/18/20	Jeremy Piniak	0.20	Coordinate internal data delivery to Sandline (.1); correspond with U. Dike re same (.1).
03/18/20	Ravi Subramanian Shankar	2.20	Revise direct declaration for 9019 motion (1.0); review and analyze materials re same (1.2).
03/18/20	Gregory Tsonis	2.70	Review and analyze documents for responsiveness to discovery requests.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/20	Brad Weiland	0.90	Review and analyze litigation and discovery items and correspond with K&E team re same.
03/19/20	Carolyn E. Brown	7.20	Review and analyze discovery documents re mediation and settlement negotiations.
03/19/20	Uzo Dike	6.30	Review and research Relativity to determine status of 9019 document review (1.0); correspond with Y. French and C. Fenton re same (.2); assess Relativity for current total of Responsive families coded for potential production (.8); prepare for and participate in telephone conference with Y. French re video deposition prep and deposition (.3); correspond with Veritext personnel re remote deposition capabilities (.4); correspond with J. Piniak and Sandline PM team and coordinate transmittal of additional Kirkland data (1.0); organize and forward materials to Sandline for processing and 9019 review (1.5); correspond with P. Anderson re same (.3); review and quality check draft amended scheduling order prior to filing (.5); correspond with C. Fenton and Y. French re same (.3).
03/19/20	Joseph Dobrowski	0.30	Update case files re newly filed pleadings.
03/19/20	Cassandra E. Fenton	2.40	Analyze and draft scheduling order (1.9); analyze and manage discovery deadlines (.5).
03/19/20	Yates French	8.70	Correspond and conference with opposing counsel re discovery (2.1); prepare for and attend telephone conference with R. Howell (1.0); review documents for production (2.9); coordinate review and production of documents (2.7).
03/19/20	Pratik K. Ghosh	3.60	Review and analyze documents in response to rule 9019 discovery requests.
03/19/20	Julia D. Harper	3.40	Review documents in response to requests for production.
03/19/20	Heidi Hockberger	0.70	Review and analyze witness outline.



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/20	Richard U. S. Howell, P.C.	4.70	Telephone conferences with K&E team re open litigation issues re Uniti settlement and 9019 hearing (1.4); prepare and review correspondence re same (.8); review legal research re same (.4); prepare materials for use at 9019 hearing (.5); review correspondence re open accounting issues, tax issues and restructuring issues (1.6).
03/19/20	Ravi Subramanian Shankar	1.60	Review and analyze materials re 9019 motion (1.3); correspond with Company re collection of same (.3).
03/19/20	Gregory Tsonis	2.20	Review and analyze documents for responsiveness to discovery requests.
03/20/20	Carolyn E. Brown	2.50	Draft and revise responses to discovery requests.
03/20/20	Uzo Dike	6.20	Correspond with Sandline PM team re production schedule and discovery materials (.4); research Relativity to determine status of remaining 9019 review (.6); correspond with to Y. French and C. Fenton re update re same (.1); assess and assign 9019 document review to review team (.4); analyze discovery production (.6); coordinate processing of board materials into Relativity for 9019 review and removal of duplicates from same (.8); review and forward vendor invoices to R. Howell for payment (.3); manage and coordinate logistics of 9019 document review (1.5); proofread draft of stipulation to extend deadlines (.8); conference with C. Fenton re same (.2); prepare and file stipulation to extend deadlines via ECF (.5).
03/20/20	Joseph Dobrowski	0.40	Update case files re newly filed pleadings.
03/20/20	Cassandra E. Fenton	5.30	Analyze and revise scheduling order (2.8); analyze and revise discovery responses (2.1); analyze and review documents for production (.4).
03/20/20	Yates French	8.10	Prepare for and attend telephone conference with R. Howell re discovery (1.9); review documents for production (3.1); coordinate review and production of documents (3.1).
03/20/20	Pratik K. Ghosh	3.50	Review and analyze documents in response to rule 9019 discovery requests (3.4); correspond with K&E team re same (.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/20	Richard U. S. Howell, P.C.	3.20	Telephone conferences with K&E team re open discovery and litigation strategy issues (1.0); review materials re same (2.2).
03/20/20	Gregory Tsonis	3.30	Review and analyze documents for responsiveness to discovery requests.
03/21/20	Carolyn E. Brown	1.50	Review and analyze documents re mediation and settlement negotiations.
03/21/20	Uzo Dike	1.50	Research Relativity re document review (.7); correspond with Y. French and C. Fenton re update re same (.1); assess and assign 9019 review to review team (.7).
03/21/20	Cassandra E. Fenton	0.80	Analyze and review documents for production.
03/21/20	Yates French	3.20	Review documents for production (2.0); coordinate production of documents (1.2).
03/21/20	Pratik K. Ghosh	3.20	Review and analyze documents in response to rule 9019 discovery requests.
03/21/20	Julia D. Harper	1.80	Review documents in response to requests for production.
03/22/20	Carolyn E. Brown	4.50	Review and analyze discovery documents re settlement negotiations.
03/22/20	Uzo Dike	0.80	Research Relativity to determine status of remaining 9019 document review (.5); correspond with Y. French and C. Fenton re update re same (.1); assess and assign 9019 review batches to review team (.2).
03/22/20	Cassandra E. Fenton	3.30	Analyze and review documents for production.
03/22/20	Yates French	2.00	Review documents for production (.8); coordinate production of documents (1.2).
03/22/20	Pratik K. Ghosh	1.50	Review and analyze documents in response to rule 9019 discovery requests.
03/22/20	Julia D. Harper	3.30	Review documents in response to requests for production.
03/22/20	Richard U. S. Howell, P.C.	0.80	Prepare and review correspondence re open discovery issues and litigation strategy issues.
03/22/20	Tommy Scheffer	0.90	Review and revise declaration in support of backstop agreement motion (.6); correspond with K&E team re same (.3).
03/22/20	Ravi Subramanian Shankar	0.20	Correspond with K&E team re document review.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/20	Brad Weiland	0.80	Review and analyze status and next steps re settlement objection and discovery (.5); correspond with K&E team, M. Kieselstein re timing (.3).
03/23/20	Uzo Dike	5.90	Attend Veritext webinar re remote depositions in preparation for T. Thomas' March 27th 9019 deposition (.9); correspond with E. Smith (Veritext) re remote deposition logistics (.5); prepare for and participate in telephone conferences with Y. French and C. Fenton re document production status (.5); research and assess Relativity to determine volume of Responsive documents to be produced in 9019 Vol. 2 (2.1); research re document families (1.0); research documents re document production (.9).
03/23/20	Joseph Dobrowski	0.60	Update case files re newly filed pleadings.
03/23/20	Cassandra E. Fenton	3.70	Analyze and review documents for production.
03/23/20	Yates French	6.20	Research re witness disclosure obligations (1.8); coordinate production of documents (4.4).
03/23/20	Richard U. S. Howell, P.C.	3.20	Review documents for privilege and responsiveness (.3); prepare and review correspondence re open discovery issues for 9019 motion (.8); review and revise materials to prepare for potential contested 9019 hearing (.7); telephone conferences re open restructuring, litigation and negotiation issues (.5); review draft documents and provide comments to same (.4); review correspondence re tax issues (.5).
03/23/20	Marc Kieselstein, P.C.	2.00	Review reservation language re allocation issues and direct examinations (1.0); review mediation privilege issues (1.0).
03/23/20	Ravi Subramanian Shankar	0.20	Correspond with K&E team re protective order amendment.
03/23/20	Brad Weiland	1.20	Review and analyze scheduling and outstanding litigation and discovery items (.6); correspond and telephone conferences with team re same (.6).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Adversary Proceedings, Contested Matters

Invoice Number: 1050026804  
 Matter Number: 24706-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/20	Uzo Dike	5.30	Research and analyze Relativity for discovery correspondence for C. Fenton's review (.7); correspond with Y. French and C. Fenton re same (.3); complete assessment of Relativity for documents to be withheld from 9019 production (.9); complete research of Relativity to determine volume of responsive documents to be produced in 9019 (1.6); final review and quality check of 9019 materials prior to production (.8); correspond with Sandline PM team summarizing production specifications and statistics (.3); correspond with counsel re 9019 production and upload same to parties (.7).
03/24/20	Joseph Dobrowski	0.50	Update case files re newly filed pleadings.
03/24/20	Cassandra E. Fenton	2.20	Revise responses to supplemental document requests (.6); analyze and review documents for production (1.6).
03/24/20	Yates French	6.90	Coordinate adjournment of 9019 motion (2.3); review documents for production (2.1); coordinate production of documents (2.5).
03/24/20	Richard U. S. Howell, P.C.	2.00	Prepare and review correspondence re open discovery issues (1.7); review draft materials and provide comments to same (.3).
03/24/20	Brad Weiland	0.80	Review and analyze litigation and discovery scheduling (.4); correspond with K&E team re same (.4).
03/25/20	Uzo Dike	2.10	Download and organize discovery materials (.5); prepare and upload same to Sandline for processing into Relativity and attorney review (.6); correspond with C. Fenton and Sandline PM team re same (.3); coordinate and manage update of case files re newly filed pleadings (.7).
03/25/20	Joseph Dobrowski	0.10	Update case files re newly filed pleadings.
03/25/20	Cassandra E. Fenton	0.60	Analyze and review documents for production.
03/25/20	Yates French	3.70	Coordinate production of documents (1.6); draft discovery correspondence (2.1).
03/25/20	Susan D. Golden	0.50	Correspond with Y. French and B. Weiland re status of 9019 hearing (.3); telephone conferences with D. Li re same (.2).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026804

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/20	Richard U. S. Howell, P.C.	1.60	Prepare and review correspondence re open discovery and deposition items (1.3); review materials in preparation for depositions (.3).
03/25/20	Brad Weiland	1.80	Correspond and telephone conferences with Company and working group re litigation and discovery scheduling (1.4); prepare and revise materials re same (.4).
03/26/20	Uzo Dike	1.70	Research discovery document production (1.3); correspond with Y. French and C. Fenton re status of assignments and upcoming 9019 discovery projects (.4).
03/26/20	Joseph Dobrowski	0.20	Revise DMS re newly received case materials for attorneys' review.
03/26/20	Cassandra E. Fenton	1.90	Analyze and coordinate documents for production.
03/26/20	Yates French	7.20	Coordinate and prepare for upcoming depositions (3.6); coordinate production of documents (2.1); review and revise draft declarations (1.5).
03/26/20	Richard U. S. Howell, P.C.	3.20	Review draft settlement documents (.8); review additional materials re 9019 hearing (1.5); prepare and review correspondence re Uniti settlement issues and 9019 hearing (.7); telephone conference re same (.2).
03/26/20	Brad Weiland	0.80	Review and analyze proposed updated schedule re litigation and discovery and consider next steps re same (.4); correspondence re same with team, client (.4).
03/27/20	Uzo Dike	1.60	Review Relativity for discovery production for further attorney review (.7); assess documents circulated by C. Fenton for potential production (.4); coordinate and manage update of case files (.5).
03/27/20	Joseph Dobrowski	0.10	Update case files re newly filed pleadings.
03/27/20	Cassandra E. Fenton	1.60	Analyze and coordinate documents for production.
03/27/20	Yates French	5.90	Review and revise discovery responses (2.0); coordinate review and production of documents (3.9).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/20	Richard U. S. Howell, P.C.	2.40	Telephone conferences re open issues related to 9019 discovery and hearing (.6); prepare and review correspondence re same (.5); review materials in preparation for depositions (1.3).
03/28/20	Uzo Dike	0.50	Review and quality check materials for completeness prior to production (.4); correspond with C. Fenton re same (.1).
03/28/20	Cassandra E. Fenton	5.00	Analyze documents for production (3.7); analyze documents for hearing (1.3).
03/28/20	Yates French	2.30	Coordinate discovery (1.3); review and revise draft declarations (1.0).
03/28/20	Richard U. S. Howell, P.C.	1.10	Prepare and review correspondence re open issues related to approval of Uniti settlement.
03/29/20	Uzo Dike	0.70	Review and assess Relativity for various documents requested (.2); review 9019 document production (.5).
03/29/20	Cassandra E. Fenton	0.10	Correspond re document production.
03/29/20	Yates French	1.00	Coordinate production of documents.
03/29/20	Richard U. S. Howell, P.C.	2.40	Prepare and review correspondence re open discovery items and litigation strategy items relating to 9019 motion (.7); review materials in preparation for contested 9019 hearing (1.7).
03/29/20	Tiffany T. Mason	2.00	Review case materials and 9019 motion.
03/29/20	Gregory Tsonis	4.70	Review and analyze memoranda (1.1); conference with K&E team re 9019 issues (.8); research and analyze precedent re: 9019 issue (2.2); review and analyze work product (.6).
03/30/20	Adam Collins	0.50	Compile and organize Uniti production documents.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

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Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/20	Uzo Dike	5.50	Review and approve Veritext expert deposition invoices for payment (.5); organize 9019 document production following technical issues (.6); assemble documents for processing and 9019 review (.4); research and analyze 9019 collection for documents (1.8); assess and research Relativity to determine volume of responsive documents (1.7); prepare for and participate in telephone conference with Committee and Trustees' counsel re video deposition logistics (.3); conference with Y. French re same (.2).
03/30/20	Joseph Dobrowski	0.30	Update case files re newly filed pleadings.
03/30/20	Cassandra E. Fenton	7.10	Revise 30(b)(6) deposition notice responses and objections (.3); analyze 30(b)(6) deposition topics and proposed corporate representatives (1.3); analyze and coordinate documents for production (4.9); correspond re legal research (.3); coordinate deposition preparation (.3).
03/30/20	Yates French	3.70	Coordinate production of documents (1.0); review produced documents (1.0); prepare for depositions (1.7).
03/30/20	Richard U. S. Howell, P.C.	2.90	Review documents for production (.7); review documents for use in deposition preparation (1.2); prepare and review correspondence re open discovery issues (.6); telephone conference re 9019 hearing issues (.4).
03/30/20	Ravi Subramanian Shankar	0.70	Review and analyze materials re Company information sharing request (.5); correspond with Company re same (.2).
03/30/20	Brad Weiland	1.50	Review and analyze materials re litigation and potential resolutions (.2); correspondence and telephone conference with team re same (.3); review and analyze deposition items and scheduling (.2); review and analyze materials re litigation and potential resolutions (.3); correspond and telephone conference with team re same (.3); review and analyze deposition items and scheduling (.2).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026804

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/20	Uzo Dike	7.50	Complete Relativity analysis of 9019 materials for documents (.8); conference with C. Fenton re production of same (.2); download additional materials for review and production (.5); continue research and assessment Relativity to determine volume of Responsive documents to be produced in 9019 review; (3.6); review materials to confirm proper coding of discovery documents (.9); coordinate logistics with Sandline PM re preparation of 9019 document production (.8); correspond with C. Fenton re summary of materials reviewed in 9019 discovery (.7).
03/31/20	Joseph Dobrowski	0.10	Update case files re newly filed pleadings.
03/31/20	Cassandra E. Fenton	5.10	Analyze and coordinate documents for production.
03/31/20	Yates French	2.50	Prepare for and attend telephone conference with M. Byrne (.7); coordinate production of documents (1.0); prepare for depositions (.8).
03/31/20	Susan D. Golden	0.30	Telephone conference with F. Yates re logistics for 9019 hearing.
03/31/20	Julia D. Harper	1.30	Research procedure for admitting expert testimony in 9019 proceeding.
03/31/20	Richard U. S. Howell, P.C.	2.00	Prepare and review correspondence re open discovery issues re Uniti settlement approval hearing (.7); telephone conferences re same (.6); review materials re same (.7).
03/31/20	Brad Weiland	1.40	Review and discuss litigation and discovery logistics and correspond with K&E team re same.
<b>Total</b>		<b>657.30</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026805**

**Client Matter: 24706-8**

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**In the Matter of Automatic Stay Matters**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 6,416.50

Total legal services rendered

\$ 6,416.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Automatic Stay Matters

Invoice Number: 1050026805  
 Matter Number: 24706-8

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.40	340.00	136.00
Spencer Caldwell-McMillan	3.70	740.00	2,738.00
Carrie Therese Oppenheim	0.40	445.00	178.00
Francis Petrie	0.20	845.00	169.00
Margaret Reiney	5.10	610.00	3,111.00
Trudy Smith	0.10	845.00	84.50
<b>TOTALS</b>	<b>9.90</b>		<b>\$ 6,416.50</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026805

Windstream Holdings, Inc.

Matter Number:

24706-8

Automatic Stay Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/03/20	Spencer Caldwell-McMillan	1.70	Draft and revise automatic stay letter.
03/04/20	Spencer Caldwell-McMillan	0.20	Research re automatic stay issues.
03/05/20	Spencer Caldwell-McMillan	0.50	Research re automatic stay issues.
03/05/20	Carrie Therese Oppenheim	0.20	Telephone conference with S. Caldwell-McMillan re chapter 7 trustee stay motion (.1); research precedent re adjournment notice for same (.1).
03/05/20	Margaret Reiney	0.30	Correspond with Company re motion for stay relief.
03/06/20	Margaret Reiney	0.20	Research re automatic stay issues.
03/06/20	Trudy Smith	0.10	Correspond with J. DeSilvey re motion for stay relief withdrawal.
03/09/20	Francis Petrie	0.20	Correspond with S. Caldwell-McMillan re automatic stay objection strategy.
03/09/20	Margaret Reiney	0.30	Correspond with S. Caldwell-McMillan re motion for relief from stay (.2); correspond with D. Wood re same (.1).
03/10/20	Spencer Caldwell-McMillan	0.10	Correspond re automatic stay matters.
03/10/20	Margaret Reiney	0.70	Correspond with T. Combs re motion for relief from stay.
03/11/20	Anthony Abate	0.20	Draft notice of adjournment of Shubert stay motion.
03/12/20	Anthony Abate	0.20	Prepare, file and serve notice of adjournment of Shubert stay motion.
03/12/20	Margaret Reiney	0.10	Correspond with P. Campbell re motion for relief from stay.
03/13/20	Spencer Caldwell-McMillan	0.50	Correspond with M. Reiney re stay relief settlement (.1); revise letter (.3); correspond with A&M re letter (.1).
03/16/20	Margaret Reiney	1.90	Draft and revise settlement agreement re motion for relief from stay (1.7); correspond with S. Caldwell-McMillan re same (.1); correspond with P. Campbell re settlement discussion (.1).
03/17/20	Carrie Therese Oppenheim	0.20	Research materials re notices of withdrawal of stay motions.
03/17/20	Margaret Reiney	0.50	Telephone conference with T. Carroll re motion to lift stay (.1); correspond with P. Campbell, K&E team re same (.4).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Automatic Stay Matters

Invoice Number: 1050026805  
 Matter Number: 24706-8

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/20	Spencer Caldwell-McMillan	0.50	Correspond with claimant re stay relief settlement (.1); correspond with K&E team re related materials (.4).
03/25/20	Margaret Reiney	1.10	Revise settlement agreement re relief from stay (.9); correspond with S. Caldwell-McMillan re same (.1); correspond with P. Campbell re adjournment of motion from stay relief (.1).
03/30/20	Spencer Caldwell-McMillan	0.20	Correspond with Company re automatic stay issues.
<b>Total</b>		<b>9.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026806**  
**Client Matter: 24706-9**

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**In the Matter of US Trustee Issues and Communications**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 27,244.50

Total legal services rendered

\$ 27,244.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 US Trustee Issues and Communications

Invoice Number: 1050026806  
 Matter Number: 24706-9

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Stephen E. Hessler, P.C.	2.00	1,635.00	3,270.00
John R. Luze	3.90	1,085.00	4,231.50
Francis Petrie	12.30	845.00	10,393.50
Margaret Reiney	3.20	610.00	1,952.00
Brad Weiland	5.50	1,345.00	7,397.50
<b>TOTALS</b>	<b>26.90</b>		<b>\$ 27,244.50</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026806

Windstream Holdings, Inc.

Matter Number:

24706-9

US Trustee Issues and Communications

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/05/20	Francis Petrie	0.30	Review letter re equity committee appointment request.
03/06/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with Company re equity committee.
03/09/20	Francis Petrie	1.20	Review and revise response letter re equity committee appointment (.6); review materials re same (.6).
03/09/20	Margaret Reiney	0.60	Revise equity committee response letter.
03/11/20	Francis Petrie	1.70	Review and revise materials re equity committee response.
03/14/20	John R. Luze	3.20	Draft and revise equity committee response letter (2.8); conference and correspond with K&E team re same (.4).
03/14/20	Francis Petrie	2.30	Review and revise equity committee response and related materials.
03/14/20	Brad Weiland	2.20	Review and analyze U.S. Trustee letter re equity committee request (1.4); correspond and telephone conferences with K&E team re same (.8).
03/15/20	John R. Luze	0.70	Draft and revise equity committee response letter.
03/15/20	Francis Petrie	2.70	Review and revise response to equity committee appointment.
03/15/20	Margaret Reiney	1.10	Revise equity committee letter (.8); correspond re same (.3).
03/15/20	Brad Weiland	2.20	Correspond and telephone conferences with K&E team, Company, PJT re U.S. Trustee issues (1.5); review and revise same (.7).
03/16/20	Francis Petrie	4.10	Review and revise equity committee response (2.5); correspond with K&E team re same (1.6).
03/16/20	Margaret Reiney	1.50	Revise equity committee response letter (1.2); correspond with K&E team re same (.3).
03/16/20	Brad Weiland	1.10	Review and analyze letter re equity committee request.

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
US Trustee Issues and Communications

Invoice Number: 1050026806  
Matter Number: 24706-9

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/20	Stephen E. Hessler, P.C.	1.50	Review and revise U.S. Trustee response letter (.5); telephone conference and correspond with K&E team re same (1.0).
<b>Total</b>		<b>26.90</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026807**  
**Client Matter: 24706-10**

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## In the Matter of Business Operations

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 68.00

Total legal services rendered

\$ 68.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Business Operations

Invoice Number: 1050026807  
Matter Number: 24706-10

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.20	340.00	68.00
<b>TOTALS</b>	<b>0.20</b>		<b>\$ 68.00</b>

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Business Operations

Invoice Number: 1050026807  
Matter Number: 24706-10

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**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/31/20	Anthony Abate	0.20	Prepare, file and serve monthly operating report.
<b>Total</b>		<b>0.20</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026808**

**Client Matter: 24706-11**

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## In the Matter of Case Administration

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 21,376.00

Total legal services rendered

\$ 21,376.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Case Administration

Invoice Number: 1050026808  
Matter Number: 24706-11

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	1.60	340.00	544.00
Susan D. Golden	3.40	1,175.00	3,995.00
Hannah Kupsky	6.30	340.00	2,142.00
Michele Manzo	1.20	275.00	330.00
Carrie Therese Oppenheim	6.70	445.00	2,981.50
Francis Petrie	5.20	845.00	4,394.00
Andrew Polansky	0.10	740.00	74.00
Margaret Reiney	10.30	610.00	6,283.00
Leo Rosenberg	1.80	275.00	495.00
Lydia Yale	0.50	275.00	137.50
<b>TOTALS</b>	<b>37.10</b>		<b>\$ 21,376.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026808

Windstream Holdings, Inc.

Matter Number:

24706-11

Case Administration

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Francis Petrie	0.80	Telephone conferences with K&E team re chambers coordination (.3); correspond with K&E team re same (.5).
03/02/20	Susan D. Golden	2.00	Telephone conferences and correspond with S. Hessler, M. Kieselstein and K&E team re court filings by White & Case, logistics of settlement, preparation for telephonic hearing (1.5); telephone conferences with D. Li and M. Miller re available hearing dates (.5).
03/02/20	Michele Manzo	1.20	Arrange logistics re attorney court appearances.
03/02/20	Carrie Therese Oppenheim	0.70	Draft, revise notice of status telephone conference (.3); file same (.1); arrange attorney telephonic appearances (.2); update K&E list (.1).
03/02/20	Margaret Reiney	1.30	Revise case materials re milestones.
03/03/20	Susan D. Golden	0.90	Telephone conference with M. Kieselstein, S. Hessler and K&E team re Uniti Settlement (.5); telephone conference with D. Li re trial holding dates and confirmation dates (.4).
03/03/20	Carrie Therese Oppenheim	0.40	Review, revise notice of scheduled omnibus hearing dates.
03/03/20	Carrie Therese Oppenheim	1.70	Draft March 17 hearing agenda (.8); draft, revise notice re April 3 hearing (.6); file same (.3).
03/03/20	Margaret Reiney	0.60	Revise materials for Company PMO meeting.
03/04/20	Margaret Reiney	0.20	Correspond with D. Hales re PMO meeting materials.
03/05/20	Carrie Therese Oppenheim	0.20	Revise March 17 hearing agenda.
03/05/20	Margaret Reiney	0.80	Revise case organization materials (.5); correspond re same (.3).
03/06/20	Margaret Reiney	0.30	Revise case organizational materials (.2); correspond with K&E team re same (.1).
03/09/20	Carrie Therese Oppenheim	0.40	Revise hearing agenda (.2); correspond with K&E team re status of matters (.2).
03/09/20	Francis Petrie	0.20	Correspond with K&E team, chambers re agenda.
03/09/20	Leo Rosenberg	0.50	Draft docket update.
03/10/20	Anthony Abate	0.30	Draft template 9019 settlement motion.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026808

Windstream Holdings, Inc.

Matter Number:

24706-11

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/20	Margaret Reiney	0.80	Revise weekly work in process materials (.2); correspond with K&E team re same (.1); telephone conference with K&E team re same (.5).
03/11/20	Anthony Abate	0.20	Review and revise March 17 hearing agenda.
03/11/20	Leo Rosenberg	0.20	Prepare docket update.
03/12/20	Hannah Kupsky	0.50	Prepare and revise CNOs.
03/12/20	Andrew Polansky	0.10	Correspond with T. Scheffer re notice issues.
03/12/20	Margaret Reiney	0.40	Review and revise weekly work in process materials.
03/13/20	Hannah Kupsky	4.10	Prepare for and file CNOs, BCA motion and agenda re March 17 hearing (4.0); revise agenda re same (.1).
03/13/20	Carrie Therese Oppenheim	1.10	Revise hearing agenda (.6); prepare courtesy binders for chambers (.3); correspond with KCC team re service of pleadings (.2).
03/13/20	Francis Petrie	1.40	Correspond with K&E team, chambers re agenda and hearing procedures.
03/16/20	Anthony Abate	1.10	Draft template settlement motion (.3); coordinate CourtCall appearances re March 17 hearing (.8).
03/16/20	Hannah Kupsky	1.00	Arrange attorney telephone appearances (.7); correspond with K&E team re same (.3).
03/16/20	Carrie Therese Oppenheim	0.90	Draft notice re March 17 hearing (.4); arrange attorney telephonic appearances re same (.5).
03/16/20	Francis Petrie	0.40	Correspond with chambers re hearing logistics.
03/16/20	Margaret Reiney	0.80	Revise update slide for PMO meeting (.4); correspond with D. Joachim re same (.4).
03/16/20	Leo Rosenberg	0.30	Prepare docket update.
03/17/20	Francis Petrie	1.20	Correspond with K&E team re hearing logistics.
03/17/20	Margaret Reiney	0.90	Revise work in process materials (.2); correspond with K&E team re same (.2); telephone conference with K&E team re same (.5).
03/17/20	Lydia Yale	0.50	Arrange attorney telephonic appearances re March 17 hearing.
03/18/20	Carrie Therese Oppenheim	0.30	Revise notice of scheduled omnibus hearing dates (.2); correspond with J. Westwood re service of entered orders (.1).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Case Administration

Invoice Number: 1050026808  
 Matter Number: 24706-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/20	Francis Petrie	0.20	Correspond with chambers re upcoming omnibus dates.
03/18/20	Leo Rosenberg	0.20	Prepare docket update.
03/19/20	Carrie Therese Oppenheim	0.20	Correspond with chambers re exhibits to entered orders.
03/20/20	Carrie Therese Oppenheim	0.20	Arrange production of March 17 transcript.
03/23/20	Susan D. Golden	0.50	Telephone conference with D. Li re 9019 hearing scheduled for April 3 (.2); follow-up with B. Weiland re same (.3).
03/23/20	Hannah Kupsky	0.40	Prepare shell re rejection notice.
03/24/20	Hannah Kupsky	0.30	Attend work in process telephone conference.
03/24/20	Carrie Therese Oppenheim	0.40	Draft notice of adjournment re April 3 hearing.
03/24/20	Francis Petrie	0.40	Correspond with K&E team re work in process.
03/24/20	Leo Rosenberg	0.30	Prepare docket update.
03/25/20	Carrie Therese Oppenheim	0.20	Revise notice of adjournment re April 3 hearing.
03/25/20	Margaret Reiney	0.80	Review and revise Company PMO materials.
03/26/20	Margaret Reiney	1.20	Revise Company PMO materials.
03/30/20	Margaret Reiney	0.60	Draft materials for Company PMO meeting (.4); correspond with A&M re same (.2).
03/30/20	Margaret Reiney	0.40	Revise work in process materials.
03/31/20	Francis Petrie	0.60	Correspond with S. Golden, K&E team re hearing dates and scheduling.
03/31/20	Margaret Reiney	0.90	Revise work in process materials (.4); telephone conference with K&E team re weekly work in process (.3); correspond with K&E team re same (.2).
03/31/20	Margaret Reiney	0.30	Revise materials for Company PMO meeting.
03/31/20	Leo Rosenberg	0.30	Prepare docket update.
<b>Total</b>		<b>37.10</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026809**  
**Client Matter: 24706-12**

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**In the Matter of Cash Collateral/Cash Mgmt/DIP Fin.**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 18,906.00

Total legal services rendered

\$ 18,906.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Cash Collateral/Cash Mgmt/DIP Fin.

Invoice Number: 1050026809  
 Matter Number: 24706-12

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Shawn Bagdasarian	0.40	1,085.00	434.00
Brian Ford, P.C.	4.50	1,335.00	6,007.50
Stephen E. Hessler, P.C.	0.50	1,635.00	817.50
Andrew Hurley	1.30	845.00	1,098.50
P. Paul Rezvani	4.50	1,135.00	5,107.50
Tommy Scheffer	1.90	740.00	1,406.00
Brad Weiland	3.00	1,345.00	4,035.00
<b>TOTALS</b>	<b>16.10</b>		<b>\$ 18,906.00</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Cash Collateral/Cash Mgmt/DIP Fin.

Invoice Number: 1050026809  
 Matter Number: 24706-12

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/20	Brian Ford, P.C.	2.50	Review, analyze issues re exit facilities matters.
03/02/20	P. Paul Rezvani	1.00	Prepare for and attend telephone conference with PJT and K&E team re ratings agency time-line.
03/02/20	Brad Weiland	0.80	Correspondence re exit financing items with working group, PJT (.3); telephone conference re same with same (.5).
03/03/20	Brian Ford, P.C.	1.00	Analyze issues re exit matters.
03/05/20	Brian Ford, P.C.	1.00	Analyze exit process issues.
03/05/20	Tommy Scheffer	0.40	Correspond with DPW, STB, A&M, K&E teams re reporting documents.
03/05/20	Brad Weiland	1.20	Correspond and telephone conference re exit financing items with PJT, Kirkland team (.8); review same (.4).
03/11/20	P. Paul Rezvani	0.50	Correspond with Company re pre-petition agency resignation.
03/11/20	Brad Weiland	0.30	Correspond with stakeholders re reporting items re DIP.
03/12/20	P. Paul Rezvani	0.50	Review and respond to emails re pre-petition credit agreement agent's resignation.
03/16/20	Tommy Scheffer	0.60	Correspond with STB, A&M, K&E teams re 2020 budget.
03/17/20	P. Paul Rezvani	0.50	Review and correspond with H. Hockberger re DIP guarantors.
03/18/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re fee termination letter.
03/19/20	Tommy Scheffer	0.60	Correspond with STB, DPW, A&M, K&E teams re reporting documents.
03/23/20	P. Paul Rezvani	0.50	Analyze issues re pre-petition agency resignation.
03/23/20	Brad Weiland	0.70	Review and analyze first lien agent successorship items (.4); telephone conference with K&E team re same (.3).
03/25/20	P. Paul Rezvani	0.50	Telephone conference with STB re agency resignation matters.
03/26/20	Tommy Scheffer	0.30	Correspond with DPW, STB, A&M, K&E teams re reporting documents.

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Cash Collateral/Cash Mgmt/DIP Fin.

Invoice Number: 1050026809  
 Matter Number: 24706-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/20	Shawn Bagdasarian	0.20	Review agency replacement documentation.
03/31/20	Shawn Bagdasarian	0.20	Review successor agent fee proposal.
03/31/20	Andrew Hurley	1.30	Review agency replacement provisions and proposal (.5); review, analyze correspondence re same (.8).
03/31/20	P. Paul Rezvani	1.00	Correspond with Company and A. Hurley re agency resignation matters.
<b>Total</b>		<b>16.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026810**  
**Client Matter: 24706-13**

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**In the Matter of Claims Administration and Objections**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 166,751.00

Total legal services rendered

\$ 166,751.00

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.50	340.00	850.00
Spencer Caldwell-McMillan	29.40	740.00	21,756.00
Chris Ceresa	124.50	610.00	75,945.00
Neda Davanipour	5.70	845.00	4,816.50
Susan D. Golden	0.30	1,175.00	352.50
Stephen E. Hessler, P.C.	0.80	1,635.00	1,308.00
Marc Kieselstein, P.C.	2.50	1,635.00	4,087.50
Hannah Kupsky	2.10	340.00	714.00
John R. Luze	5.10	1,085.00	5,533.50
Michele Manzo	0.30	275.00	82.50
Carrie Therese Oppenheim	2.30	445.00	1,023.50
Trudy Smith	49.00	845.00	41,405.00
Brad Weiland	6.60	1,345.00	8,877.00
<b>TOTALS</b>	<b>231.10</b>		<b>\$ 166,751.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Spencer Caldwell-McMillan	0.80	Research re claims issues.
03/02/20	Chris Ceresa	3.60	Review correspondence and correspond with multiple claimants, A&M, and K&E team including T. Smith re various issues related to multiple claims objections or NOS (2.3); update materials re same (.2); telephone conference with claimant re same (.1); research precedent re late-filed objection (.2); draft fifth omnibus claims objection (.4); revise claims work in process (.4).
03/02/20	Trudy Smith	0.60	Telephone conferences with claimants re claims objection (.3); correspond with K&E team and A&M re same (.3).
03/03/20	Spencer Caldwell-McMillan	1.00	Correspond with K&E team re claims materials (.2); telephone conference with Company, K&E team (.6); correspond with C. Ceresa re claims issues (.2).
03/03/20	Chris Ceresa	1.30	Draft fifth omnibus claims objection.
03/03/20	Chris Ceresa	3.80	Telephone conference re claims issues with Company, A&M, and K&E (.4); prepare for and participate in telephone conferences with claimants (.3); correspond with multiple claimants, A&M, and K&E team re claim issues (2.1); review and analyze claims documents (.5); update tracker materials re same (.3); conference with T. Smith re claims issues (.2).
03/03/20	Carrie Therese Oppenheim	0.20	Prepare proposed claims orders re March 17 hearing.
03/03/20	Trudy Smith	1.20	Telephone conferences and correspond claimants re fourth omnibus objection (.9); correspond with K&E and A&M re same (.3).
03/04/20	Spencer Caldwell-McMillan	2.20	Prepare for and attend conference with C. Ceresa re claims objection issues (.5); prepare for and attend telephone conference with A&M re outstanding issues (.5); review claims issues (.9); correspond with C. Ceresa re claims issues (.1); telephone conference with creditor re claim objection (.2).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026810

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/20	Chris Ceresa	6.30	Review and analyze draft amended claims schedule for the fifth omnibus claims objection (1.7); draft notes re same (.1); draft materials re status of various claims issues (1.2); conference with S. Caldwell-McMillan re multiple claims issues (1.0); review and analyze draft cross-debtor claims schedule re omnibus claims objection (.7); review and analyze contract re claims issue (.3); telephone conference with claimant and S. Caldwell-McMillan re claims issue (.4); correspond with A&M and K&E team re various claims issues (.7); update materials re claims (.2).
03/04/20	Trudy Smith	1.10	Telephone conference and correspond with claimants re claim reconciliation under fourth omnibus claims objection (.8); correspond with K&E and A&M re same (.3).
03/05/20	Spencer Caldwell-McMillan	0.50	Conference with C. Ceresa re claims issues.
03/05/20	Chris Ceresa	2.50	Correspond with claimants and parties in interest re various claims issues (.4); revise materials re same (.3); research re unliquidated claims issues (.5); conference with Caldwell-McMillan re outstanding claims issues (.2); telephone conference with K&E team and A&M re same (.3); review and analyze certain proofs of claim and supporting contracts and invoices re claims issue (.5); correspond with K&E team re various claims issues (.3).
03/05/20	Trudy Smith	0.50	Review and analyze responses received (.2); telephone conferences with claimants re fourth omnibus objection (.2); correspond with K&E and A&M re same (.1).
03/06/20	Spencer Caldwell-McMillan	1.20	Correspond re claims issues with C. Ceresa (.3); prepare for and attend telephone conference with creditor (.1); conference with C. Ceresa re open claim issue (.5); telephone conference with creditor re objection (.3).



Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026810

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/20	Chris Ceresa	5.40	Various telephone conferences with claimants, A&M, and K&E team re various claims issues (.8); correspond with multiple claimants, A&M, and K&E team re various claims issues (1.7) conferences with S. Caldwell-McMillan and T. Smith re various claims issues (.7); update materials re same (.6); review and analyze issues related to liquidation of claims and partial objections (.5); correspond with K&E team re same (.6); review and analyze lease assumption issues (.3); correspond with T. Smith re same (.2).
03/06/20	Stephen E. Hessler, P.C.	0.30	Telephone conference and correspond with K&E team re satisfied claims.
03/06/20	Trudy Smith	3.10	Correspond and telephone conferences with claimants re fourth omnibus claims objection (1.3); correspond with A&M team re fourth omnibus objection claims reconciliation (.7); correspond and conference with C. Ceresa re same (.4); review response to notice of satisfaction (.2); correspond with K&E team re same (.1); review analysis re late-filed claims (.2); correspond with K&E and A&M re same (.2).
03/07/20	Chris Ceresa	0.60	Correspond with A&M re claims issues (.2); draft fifth omnibus claims objection (.4).
03/09/20	Spencer Caldwell-McMillan	1.60	Correspond with C. Ceresa re claims issues (.8); correspond with claimants re objection (.3); review open claims issues (.5).
03/09/20	Chris Ceresa	4.00	Review various open claims issues (.9); correspond and review correspondences with claimants, A&M, and K&E team re various claims issues (2.1); update tracker materials re same (.5); prepare for and participate in telephone conference with claimant re claims issue (.3); review proposed settlement re claims issue (.2).
03/09/20	Trudy Smith	1.90	Correspond and conferences with S. Caldwell-McMillan and C. Ceresa re claims reconciliation (.5); correspond with A&M re fourth omnibus objection (.3); correspond and telephone conferences with claimants re same (1.1).
03/10/20	Spencer Caldwell-McMillan	0.50	Correspond with C. Ceresa and T. Smith re claims issues and replies.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/20	Chris Ceresa	5.10	Telephone conference with N. Davanipour re various claims issues (.3); conference with S. Caldwell-McMillan re claims issues (.3); review and analyze issues related to a certain response (.6); draft materials re same (.2); correspond with claimants, K&E claims team, and A&M re various claims issues (1.6); update materials re same (.4); review and analyze claims objection procedure (.5); draft, review, and revise fifth omnibus claims objection (1.2).
03/10/20	Neda Davanipour	1.30	Review analyze claim related issues (.6); telephone conference with C. Ceresa re same (.3); review, analyze Serrano issues and A&M correspondence (.2); correspond with K&E team re same (.2).
03/10/20	Trudy Smith	2.90	Telephone conferences and correspond with C. Ceresa re notice of satisfaction order (.4); review and analyze issues re proposed language to same (.4); telephone conference and correspond with S. Caldwell-McMillan re customer claimants (.5); correspond with A&M re same (.3); correspond with claimants re fourth omnibus objection (.6); correspond with A&M re same (.7).
03/11/20	Spencer Caldwell-McMillan	0.90	Review claims response and related materials (.4); prepare for and attend office conference with C. Ceresa re claims (.5).
03/11/20	Chris Ceresa	8.10	Conference with S. Caldwell-McMillan re various claims issues (.5); prepare for and participate in telephone conferences with claimants and A&M re various claims issues (.4); revise fifth omnibus claims objection (.7); correspond with claimants, A&M, and K&E team including S. Caldwell-McMillan re same (.9); update materials re same (.2); review, analyze, and draft comments for draft fifth omnibus schedules (3.8); review, analyze, draft schedule for fourth NOS (1.6).
03/11/20	Trudy Smith	0.20	Correspond with A&M re customer claims (.1); correspond with J. Luze re same (.1).
03/11/20	Brad Weiland	0.70	Review and analyze claims objection responses and status.

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026810

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/20	Chris Ceresa	2.70	Correspond and review correspondences with claimants, A&M, and K&E Claims Team including S. Caldwell-McMillan re various claims issues (1.6); conference with S. Caldwell-McMillan re same (.3); prepare for and participate in telephone conference with claimant re various claims issues (.3); update materials re claims issues (.1); draft and review issues list for schedules (.2); correspond with K&E team re same (.2).
03/12/20	Chris Ceresa	5.00	Telephone conference with T. Smith, K&E team re arbitration issue (.2); research issue related to arbitration (3.0); draft and revise outline re same (.4); draft memorandum re same (.6); analyze pleadings re same (.8).
03/12/20	Chris Ceresa	0.50	Draft and revise notice of settlement (.3); correspond with K&E team re same (.2).
03/12/20	Trudy Smith	1.40	Prepare for and participate in telephone conference with Company, A&M re arbitration claims (.5); correspond and participate in telephone conference with A&M re next steps for same (.2); telephone conference and correspond with S. Caldwell-McMillan and C. Ceresa re customer claims memorandum (.3); correspond with Company re same (.2); correspond with K&E and A&M re fourth omnibus claims objection (.2).
03/13/20	Anthony Abate	2.50	Prepare, revise, and compile CNOs re fourth omnibus claims objection and third notice of satisfaction and prepare for filing.
03/13/20	Spencer Caldwell-McMillan	2.70	Office conference with C. Ceresa re claims issues (.4); review objection and related materials (2.3).
03/13/20	Chris Ceresa	8.30	Review and revise revised schedules for fourth omnibus claims objection and third NOS (1.1); draft, revise CNOs for fourth omnibus claims objection (3.4); draft, revise third NOS (2.3); correspond with claimants, A&M, and K&E claims team re various claims issues (.8); telephone conference with claimant re claims issue (.2); revise fifth omnibus claims objection (.3); analyze certain proof of claim for liability issue (.2).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/20	Chris Ceresa	0.80	Revise memorandum re arbitration (.6); correspond with S. Caldwell-McMillan and T. Smith, K&E team re same (.2).
03/13/20	Neda Davanipour	1.10	Correspond with C. Ceresa re claims (.3); review, analyze claim related issues (.2); draft omnibus objection and exhibits (.6).
03/13/20	Carrie Therese Oppenheim	1.00	Prepare third notice of satisfaction and fourth omnibus objection CNOs for filing (.6); prepare proposed orders (.4).
03/13/20	Trudy Smith	3.70	Telephone conference and correspond with A&M re customer claimants (.4); correspond with J. Luze re CNOs filing for claims (.2); review and comment on memorandum outline re arbitration issues (.6); correspond with S. Caldwell-McMillan re same (.2); correspond with C. Ceresa re NOS and fourth omnibus objection orders (.4); review and comment on same (1.7); correspond with K&E team re resolutions to responses to NOS and objections (.2).
03/13/20	Brad Weiland	0.80	Review and analyze status of claims objections.
03/14/20	Chris Ceresa	1.40	Review schedules for fifth omnibus claims objection (.4); correspond with S.Caldwell-McMillan and A&M re revisions to incorporate re same (.2); review and analyze certain proofs of claim re various issues (.6); telephone conference and correspond with claimants re same (.2).
03/14/20	Chris Ceresa	3.50	Research re mandatory arbitration issue (2.8); draft materials re same (.7).
03/14/20	Carrie Therese Oppenheim	0.50	Prepare proposed claims orders for Court submission (.4); correspond with K&E team re same (.1).
03/14/20	Trudy Smith	0.10	Correspond with C. Ceresa re claims issue.
03/15/20	Spencer Caldwell-McMillan	1.10	Review research re arbitration issues (.8); telephone conference with C. Ceresa re same (.2); correspond with C. Ceresa re research (.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026810

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/20	Chris Ceresa	9.60	Research, analyze issues re arbitration clauses (4.5); telephone conference with S. Caldwell-McMillan re same (.2); draft materials and memorandum re same (2.8); research issue re notice standards (.7); draft memorandum re same (1.4).
03/16/20	Spencer Caldwell-McMillan	4.10	Correspond re objection issues (.3); review objection issues (.4); telephone conference with K&E team re claims status (.5); revise draft outline of arbitration research (2.9).
03/16/20	Chris Ceresa	3.40	Telephone conferences with claimant, A&M, and K&E team re various claims issues (.7); review correspondence and correspond with K&E team re various claims issues (1.0); research re status of pending case (.6); correspond with K&E team re same (.3); revise fifth omnibus claims objection (.5); update claims work in process (.3).
03/16/20	Chris Ceresa	1.60	Draft and revise memorandum re arbitration issues (.9); correspond re same (.3); telephone conference with T. Smith and S. Caldwell-McMillan re same (.4).
03/16/20	Neda Davanipour	3.30	Telephone conference with C. Ceresa and S. McMillan re claim issues (.6) review, analyze, comment on objection draft motion (1.4) review, analyze state law ruling re claim issues (1.1); correspond with C. Ceresa, and A&M re same (.2).
03/16/20	Susan D. Golden	0.30	Telephone conference with D. Li re uncontested claims motions.
03/16/20	Carrie Therese Oppenheim	0.20	Correspond with chambers re submission of claims orders.
03/16/20	Trudy Smith	4.60	Draft arbitration claim research summary (1.3); correspond and telephone conference with S. Caldwell-McMillan and C. Ceresa re research (.4); review, analyze case law re demands for arbitration (1.7); revise summary (.9); correspond with Company and K&E team re same (.3).
03/17/20	Chris Ceresa	1.00	Correspond with A&M and K&E team re various claims issues (.5); attend claims hearing telephonically (.3); telephone conference with K&E team re same (.1); update response materials (.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/20	Chris Ceresa	1.80	Draft and revise memorandum re arbitration clauses and discharge.
03/17/20	John R. Luze	0.90	Review and analyze claims administration issues.
03/17/20	Carrie Therese Oppenheim	0.20	Correspond with chambers re submission of proposed claims orders.
03/17/20	Trudy Smith	3.40	Correspond with B. Weiland re claims objection resolution (.2); correspond with C. Ceresa and S. Caldwell-McMillan re resolution review (.2); review resolution summary (.6); correspond with Company re small claims court implications (.3); analyze issues re same (1.1); telephone conference and correspond with K&E team re same (.3); telephone conference with Company re arbitration analysis (.2); correspond with A&M and K&E teams re insurance claims and analyze issues re same (.5).
03/17/20	Brad Weiland	0.80	Correspond and telephone conferences with K&E team re claims objections status (.4); review and analyze same (.4).
03/18/20	Chris Ceresa	0.30	Correspond with K&E team re various claims issues.
03/18/20	Chris Ceresa	6.20	Draft and revise memorandum re arbitration and discharge issues.
03/18/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team re claims objections.
03/18/20	John R. Luze	1.20	Review and analyze claims administration issues.
03/19/20	Spencer Caldwell-McMillan	3.60	Review and revise arbitration memorandum (2.4); telephone conferences and correspond with C. Ceresa re same (1.0); review, comment on same (.2).
03/19/20	Chris Ceresa	9.50	Draft and revise memorandum re arbitration and discharge issues (3.9); telephone conferences with S. Caldwell-McMillan re same (.5); correspond re same (.6); analyze issues re same (.5); revise memorandum (4.0).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026810

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/20	Trudy Smith	1.00	Correspond with S. Caldwell-McMillan and N. Tammerine re workers compensation claim and other insurance claims (.2); review insurance order (.2); correspond with K&E and A&M teams re future omnibus claims objection (.2); correspond with J. Luze re customer arbitration claims and memorandum (.2); correspond with Company re same (.2).
03/20/20	Spencer Caldwell-McMillan	1.90	Review and revise arbitration memorandum (1.8); correspond with K&E team re same (.1).
03/20/20	Trudy Smith	0.50	Review and analyze arbitration memorandum and comment on same.
03/21/20	Chris Ceresa	3.40	Research re responsible person liability (2.6); draft and revise memorandum re same (.8).
03/21/20	Trudy Smith	2.00	Revise arbitration claims memorandum re background section and executive summary (1.6); review materials re same (.4).
03/22/20	Trudy Smith	5.00	Revise memorandum re arbitration claims analysis (3.7); research re same (1.3).
03/23/20	Spencer Caldwell-McMillan	3.20	Correspond re administrative claim motion (.1); telephone conference with N. Davanipour re administrative claim motion (.3); research re precedent for administrative claim motion (1.2); correspond re pleadings with K&E team (.7); research re administrative standard (.9).
03/23/20	Chris Ceresa	3.20	Correspond with A&M and K&E team including S. Caldwell-McMillan re various claims issues (1.1); review and revise draft memorandum re arbitration issues (2.1).
03/23/20	Chris Ceresa	7.50	Telephone conferences with K&E team including N. Davanipour re vendor motion (.5); research and analyze re various issues related to administrative priority (3.9); correspond with K&E team including S. Caldwell-McMillan re same (.7); research and analyze precedent (2.4).
03/23/20	Hannah Kupsky	1.00	Compile precedent re objection to admin expense claims (.9); correspond re same (.1).
03/23/20	John R. Luze	0.50	Review and analyze claims administration issues.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/20	Carrie Therese Oppenheim	0.20	Correspond with chambers re fourth omnibus claims order.
03/23/20	Trudy Smith	6.90	Correspond with C. Ceresa and S. Caldwell-McMillan re memorandum on arbitration claims (.6); revise same (3.7); review and analyze case law re demand for arbitration analysis (2.4); correspond with J. Luze, C. Ceresa, and S. Caldwell-McMillan re outstanding claims issues (.2).
03/24/20	Spencer Caldwell-McMillan	2.50	Revise administrative claim. research (2.3); correspond with N. Davanipour and C. Ceresa re same (.2).
03/24/20	Chris Ceresa	2.00	Review, analyze, and draft memorandum re issues related to a claim (1.4); correspond re same with K&E team including S. Caldwell-McMillan (.2); telephone conferences with K&E team including S. Caldwell-McMillan re same (.4).
03/24/20	Chris Ceresa	4.90	Analyze case law re administrative priority (.4); draft and revise objection (3.6); correspond with K&E team including N. Davanipour re same (.9).
03/24/20	Hannah Kupsky	1.10	Locate and organize materials re claims objection.
03/24/20	Michele Manzo	0.30	Draft administrative expense objection.
03/24/20	Trudy Smith	3.40	Revise memorandum re arbitration claims (2.5); review citations re same (.7); correspond with Company re same (.1); correspond with K&E team re AAA response to fourth omnibus objection (.1).
03/25/20	Spencer Caldwell-McMillan	0.70	Correspond with K&E team re tax issues (.6); prepare for and attend telephone conference with N. Warther re same (.1).
03/25/20	Chris Ceresa	0.90	Draft memorandum on issue related to admin claims (.8); correspond with K&E team including N. Davanipour re same (.1).
03/25/20	Trudy Smith	1.60	Telephone conference and correspond with A&M re tax sharing agreement (.2); review critical vendor and taxes orders re same (.2); review and analyze research re third party tax liabilities (1.2).



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/20	John R. Luze	1.10	Conference and correspond with Company and K&E team re claims administration issues.
03/26/20	Trudy Smith	0.40	Correspond with Company and K&E teams re tax claims treatment (.3); correspond with K&E team and A&M re notice of appearance party (.1).
03/27/20	Chris Ceresa	0.50	Research re actual notice standard (.3); correspond with A&M re same (.2).
03/27/20	Trudy Smith	0.30	Review and analyze materials re notice of appearance party (.1); correspond with A&M re same (.1); correspond with K&E team re same (.1).
03/27/20	Brad Weiland	0.70	Review and analyze claims negotiations and status re same (.2); correspond with working group, Company re same (.5).
03/30/20	Chris Ceresa	2.20	Review, research, and analyze issues related to arbitration filing fees (1.7); correspond with K&E team including T. Smith re same (.5).
03/30/20	John R. Luze	1.40	Conference and correspond with Company and K&E team re claims administration issues.
03/30/20	Trudy Smith	2.70	Correspond with J. Luze, S. Caldwell-McMillan, and C. Ceresa re AAA response to claim objection (.3); read and analyze AAA response (.4).; review and analyze research outline and consumer arbitration rules re same (1.2); draft summary re potential reply (.4); correspond with DOJ re executory contract claim (.1); correspond with A&M and K&E re same (.2); correspond with T. Scheffer re same (.1).
03/31/20	Spencer Caldwell-McMillan	0.90	Correspond with AUSA re telephone conference (.1); prepare for and attend telephone conference with attorney re settlement (.2); correspond with J. Luze re same (.5); review open claims issues (.1).
03/31/20	Chris Ceresa	3.60	Correspond with A&M and K&E team including S. Caldwell-McMillan re various claims issues (.8); telephone conferences with S. Caldwell-McMillan re various legal issues related to certain claims and removal (1.3); research re same (1.5).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026810

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/20	Marc Kieselstein, P.C.	2.50	Consider discovery disputes (1.5); open settlement agreement issues (1.0).
03/31/20	Trudy Smith	0.50	Review and analyze arguments re arbitration fees (.3); correspond with S. Caldwell-McMillan and C. Ceresa re same (.1); correspond with A&M re tax liability (.1).
03/31/20	Brad Weiland	0.70	Review and analyze outstanding claims objections.
03/31/20	Brad Weiland	2.90	Review and analyze Uniti settlement issues and next steps (1.1); correspond with K&E team, Company re same (1.2); follow up with K&E team re same (.6).
<b>Total</b>		<b>231.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026811**

**Client Matter: 24706-14**

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**In the Matter of Corporate and Securities Matters**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 188,477.50

Total legal services rendered

\$ 188,477.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050026811  
 Matter Number: 24706-14

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Tim Cruickshank, P.C.	51.00	1,295.00	66,045.00
Stephen E. Hessler, P.C.	7.00	1,635.00	11,445.00
Heidi Hockberger	1.10	845.00	929.50
Emily Joung	53.50	740.00	39,590.00
Bonnie Kalos	8.90	610.00	5,429.00
Joshua Korff, P.C.	1.30	1,595.00	2,073.50
Ross M. Kwasteniet, P.C.	0.70	1,595.00	1,116.50
John R. Luze	8.60	1,085.00	9,331.00
Ignatius Y. Nam	4.10	610.00	2,501.00
Francis Petrie	0.70	845.00	591.50
Scott D. Price, P.C.	0.50	1,635.00	817.50
Margaret Reiney	0.80	610.00	488.00
Tommy Scheffer	1.30	740.00	962.00
Christine Strumpfen-Darrie	0.10	1,195.00	119.50
Steve Toth	1.10	1,295.00	1,424.50
Rachel Wang	22.30	610.00	13,603.00
Brad Weiland	23.80	1,345.00	32,011.00
<b>TOTALS</b>	<b>186.80</b>		<b>\$ 188,477.50</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050026811  
 Matter Number: 24706-14

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/20	Tim Cruickshank, P.C.	0.70	Revise rights offering documentation.
03/01/20	Stephen E. Hessler, P.C.	1.50	Telephone conference re pre-board telephone conference (.5); prepare for and participate in special board meeting (1.0).
03/01/20	Ross M. Kwasteniet, P.C.	0.70	Prepare for and participate in board of directors update telephone conference.
03/02/20	Tim Cruickshank, P.C.	1.80	Revise rights offering documentation.
03/02/20	Tim Cruickshank, P.C.	0.50	Analyze issues re SEC reporting obligations.
03/02/20	John R. Luze	2.20	Draft and revise PSA release and coordinate release re same.
03/02/20	Margaret Reiney	0.50	Prepare materials for board meeting (.3); correspond re same (.2).
03/02/20	Christine Strumpen-Darrie	0.10	Review, analyze deregistration materials.
03/02/20	Rachel Wang	1.90	Draft BCA schedule and agreement.
03/02/20	Rachel Wang	0.30	Conference with K&E team re rights offering.
03/02/20	Brad Weiland	1.30	Review and analyze corporate and securities items re deal announcement, next steps (.8); correspondence re same with working group (.5).
03/03/20	Tim Cruickshank, P.C.	1.50	Revise and attend to rights offering documentation.
03/03/20	Tim Cruickshank, P.C.	1.00	Address SEC and disclosure obligation questions.
03/03/20	Emily Joung	3.40	Revise backstop commitment agreement; correspond with R. Wang re same.
03/03/20	Bonnie Kalos	3.50	Conference with T. Cruickshank re work streams (.5); research 10-K reporting requirements for subsidiaries of SRC's (3.0).
03/03/20	Rachel Wang	2.80	Draft BCA schedule and agreement.
03/04/20	Tim Cruickshank, P.C.	2.70	Review and revise backstop and rights offering documentation.
03/04/20	Bonnie Kalos	2.30	Research disclosure requirements (2.0); correspond with E. Joung and T. Cruickshank re disclosure requirements (.3).
03/05/20	Tim Cruickshank, P.C.	1.90	Review and revise NDAs and conference re same.

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050026811  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/20	Emily Joung	2.60	Conference with K&E team re backstop commitment agreement (.3); review and analyze non disclosure agreement (1.4); revise same (.9).
03/05/20	Rachel Wang	2.00	Revise non-disclosure agreement.
03/05/20	Rachel Wang	0.30	Conferences with K&E team on rights offering.
03/06/20	Tim Cruickshank, P.C.	2.00	Review and revise NDAs.
03/06/20	Tim Cruickshank, P.C.	0.50	Review and revise rights offering documentation.
03/06/20	Bonnie Kalos	1.60	Research deregistration (1.1); draft deliverable re same (.5).
03/06/20	John R. Luze	0.80	Review and analyze PSA disclosure issues.
03/06/20	Brad Weiland	1.30	Review and analyze corporate items (.9); correspond K&E team, Company re same (.4).
03/08/20	John R. Luze	1.20	Review and analyze press release and other disclosure materials.
03/08/20	Brad Weiland	0.80	Telephone conference with Company, team re board updates.
03/09/20	Tim Cruickshank, P.C.	1.20	Revise non-disclosure agreement and review confidential information package.
03/09/20	Tim Cruickshank, P.C.	1.10	Review and revise rights offering documentation.
03/09/20	Emily Joung	1.00	Telephone conference re backstop commitment agreement.
03/09/20	John R. Luze	0.80	Review and analyze press release and disclosure issues.
03/09/20	Rachel Wang	0.50	Telephone conference with Company on backstop agreement.
03/09/20	Brad Weiland	0.80	Issue press release and notice re disclosure of PSA amendment (.3); correspond with Company, K&E team re same (.5).
03/09/20	Brad Weiland	0.80	Telephone conference re backstop commitment agreement with Company.
03/10/20	Tim Cruickshank, P.C.	0.50	Revise non-disclosure agreement and review confidential information to be provided.
03/10/20	Tim Cruickshank, P.C.	3.50	Revise rights offering documents and attend telephone conferences re same.
03/10/20	Tim Cruickshank, P.C.	1.10	Review securities law matters re rights offering.

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050026811  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/20	Stephen E. Hessler, P.C.	1.50	Prepare for and participate in telephone conference with special committee of board.
03/10/20	Emily Joung	8.60	Review and analyze backstop commitment agreement (3.9); revise same (3.1); correspond with K&E team re same (.4); draft issues list re same (1.2).
03/10/20	Joshua Korff, P.C.	1.00	Conferences with K&E team re rights offering issues (.4); review materials re same (.6).
03/10/20	Rachel Wang	3.10	Revise backstop agreement.
03/10/20	Brad Weiland	1.70	Correspond with Company, K&E team re board process (.3); review and analyze definitive documents re backstop agreement (1.0); correspond and telephone conference with K&E team re same (.4).
03/11/20	Tim Cruickshank, P.C.	6.50	Revise rights offering documentation (3.1); negotiate same (3.4).
03/11/20	Emily Joung	12.90	Telephone conference with Company re backstop commitment agreement (4.0); revise backstop commitment agreement (3.9); revise issues list re same (3.2); correspond with K&E team re same (.4); correspond with K&E K&E team re same (.8); correspond with Company re same (.6).
03/11/20	Rachel Wang	3.50	Revise backstop agreement.
03/11/20	Brad Weiland	1.50	Review and analyze backstop agreement and status re same (.8); correspond and telephone conferences with K&E team, Company re same (.7).
03/12/20	Tim Cruickshank, P.C.	8.20	Revise rights offering documentation and negotiate same.
03/12/20	Emily Joung	11.30	Revise same (3.9); correspond with K&E team re same (.7); draft disclosure schedules re same (3.7); revise same (3.0).
03/12/20	Rachel Wang	1.00	Participate in conference with Company re backstop commitment agreement.
03/12/20	Rachel Wang	0.20	Telephone conference with opposing counsels on backstop agreement.
03/12/20	Rachel Wang	3.70	Revise backstop agreement.
03/12/20	Brad Weiland	4.10	Review and analyze backstop commitment agreement and open items re same (2.1); correspond and telephone conferences with Company, K&E teams re same (2.0).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050026811  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/20	Tim Cruickshank, P.C.	6.70	Revise and finalize backstop commitment agreement (3.6); negotiate same (3.1).
03/13/20	Emily Joung	12.70	Telephone conferences re backstop commitment agreement (1.8); analyze issues re same (1.7); revise same (3.7); revise disclosure schedules re same (3.9); correspond with K&E team re same (.6); correspond with Company re same (.3); correspond with Ropes and Paul Weiss re same (.7).
03/13/20	John R. Luze	0.60	Review and analyze press release and disclosure issues.
03/13/20	Tommy Scheffer	1.30	Correspond with K&E team re backstop agreement, backstop agreement motion (.3); review and revise same (1.0).
03/13/20	Rachel Wang	2.40	Revise backstop agreement.
03/13/20	Rachel Wang	0.20	Telephone conference with Company re corporate issues.
03/13/20	Brad Weiland	3.80	Review and revise backstop commitment agreement (1.1); correspond and telephone conferences with K&E team, Company re same (.9); follow up re same (.8); correspond with K&E team, Company re same (.5); finalize and file motion re same (.5).
03/15/20	Tim Cruickshank, P.C.	1.00	Analyze open items re SEC and disclosures.
03/16/20	John R. Luze	1.40	Conference and correspond with Company re disclosure materials (.5); review and revise same (.9).
03/16/20	Ignatius Y. Nam	1.80	Review internal restructuring presentation on Bankruptcy Code Section 1145 (.5); research and analyze re rights offering exemption (1.3).
03/16/20	Brad Weiland	0.80	Correspondence re securities items with T. Cruickshank (.3); correspond with J. Luze re same (.4); follow up re same (.1).
03/17/20	Tim Cruickshank, P.C.	0.50	Review, analyze open items re SEC disclosure matters.
03/17/20	John R. Luze	1.60	Draft and revise board update materials (1.2); conference and correspond with K&E team re same (.4).
03/17/20	Francis Petrie	0.70	Review and correspond with K&E team re board update materials.
03/17/20	Scott D. Price, P.C.	0.50	Review 10-K question.



Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050026811  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/20	Margaret Reiney	0.30	Revise board materials re confirmation timeline.
03/17/20	Steve Toth	1.10	Analyze governance term sheet and prepare related correspondence.
03/17/20	Brad Weiland	0.80	Review and analyze board materials.
03/18/20	Tim Cruickshank, P.C.	0.50	Telephone conference re SEC filing matters.
03/18/20	Heidi Hockberger	1.00	Correspond with K&E team re non-reliance letter.
03/18/20	Emily Joung	0.50	Correspond with K&E team re backstop commitment agreement.
03/18/20	Ignatius Y. Nam	0.80	Research re Bankruptcy Code 1145 registration exemption.
03/18/20	Rachel Wang	0.40	Analyzing provisions in BCA agreement.
03/19/20	Tim Cruickshank, P.C.	1.50	Analyze issues re Company's SEC filing obligations and existing SEC filings and conference with Company.
03/19/20	Stephen E. Hessler, P.C.	2.50	Prepare for and participate in telephoe conference re mid-quarter board meeting (1.0); telephone conference and correspond with K&E team and Company re board materials (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
03/19/20	Heidi Hockberger	0.10	Correspond with K&E team re non-reliance letter.
03/19/20	Brad Weiland	2.20	Prepare for and participate in telephone conferences re board meeting (.5); review and analyze board materials (.5); prepare for and participate in telephonic board meeting (1.2).
03/20/20	Tim Cruickshank, P.C.	2.50	Review SEC obligations and filing issues and attend telephone conferences re same.
03/20/20	Emily Joung	0.50	Telephone conference with Company re SEC filings.
03/20/20	Brad Weiland	1.40	Review and analyze corporate and securities items and correspond with Company, T. Cruickshank re same.
03/23/20	Tim Cruickshank, P.C.	0.50	Review, analyze disclosure questions from Company.
03/23/20	Bonnie Kalos	1.00	Research re deregistering.
03/23/20	Ignatius Y. Nam	1.50	Review and revise materials on bankruptcy code section 1145 (.7); draft materials re issues related to l rights offerings (.8).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050026811  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/20	Brad Weiland	0.70	Review and analyze securities disclosure and presentation items.
03/24/20	Tim Cruickshank, P.C.	1.10	Analyze issues re SEC filing obligations and securities disclosure.
03/24/20	Stephen E. Hessler, P.C.	1.50	Prepare for and participate telephone conference with special committee of board.
03/24/20	Bonnie Kalos	0.50	Research re deregistering.
03/26/20	Brad Weiland	0.60	Correspond and telephone conference with board counsel re status and new items.
03/27/20	Tim Cruickshank, P.C.	2.00	Review and revised securities disclosure and plan provisions.
03/27/20	Brad Weiland	0.60	Review and analyze materials re COVID-19 response.
03/29/20	Brad Weiland	0.60	Review and analyze potential governance items and status re same.
03/30/20	Joshua Korff, P.C.	0.30	Correspond with K&E team re securities law and reporting issues.
<b>Total</b>		<b>186.80</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026812**

**Client Matter: 24706-15**

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**In the Matter of Creditor and Stakeholder Communications**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 126,786.50

Total legal services rendered

\$ 126,786.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Creditor and Stakeholder Communications

Invoice Number: 1050026812  
 Matter Number: 24706-15

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Cassandra E. Fenton	3.50	835.00	2,922.50
Yates French	14.50	1,165.00	16,892.50
Susan D. Golden	1.00	1,175.00	1,175.00
Stephen E. Hessler, P.C.	4.80	1,635.00	7,848.00
Heidi Hockberger	9.00	845.00	7,605.00
Emily Joung	2.20	740.00	1,628.00
Marc Kieselstein, P.C.	1.00	1,635.00	1,635.00
John R. Luze	17.60	1,085.00	19,096.00
Francis Petrie	4.00	845.00	3,380.00
Margaret Reiney	2.90	610.00	1,769.00
Tommy Scheffer	4.00	740.00	2,960.00
Ravi Subramanian Shankar	0.60	1,075.00	645.00
Dan Walbrun	2.90	1,165.00	3,378.50
Rachel Wang	1.60	610.00	976.00
Brad Weiland	40.80	1,345.00	54,876.00
<b>TOTALS</b>	<b>110.40</b>		<b>\$ 126,786.50</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026812

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Ravi Subramanian Shankar	0.20	Correspond with creditors re Uniti adversary proceeding.
03/02/20	Brad Weiland	0.80	Correspondence and telephone conferences re PSA, Uniti settlement with PW, R&G, DPW.
03/03/20	John R. Luze	2.20	Conference and correspond with parties in interest re PSA and case issues.
03/04/20	Heidi Hockberger	3.10	Correspond with K&E team, DPW, and Company re settlement agreement.
03/04/20	John R. Luze	2.30	Conference and correspond with parties interest re PSA and related issues.
03/05/20	Heidi Hockberger	2.80	Correspond with K&E team, DPW, and Company re settlement agreement.
03/05/20	John R. Luze	0.70	Conference and correspond with stakeholders re matter status and issues.
03/05/20	Brad Weiland	3.80	Telephone conferences and correspondence re documents and open items with Paul Weiss, Ropes & Gray, Davis Polk.
03/06/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team, PJT, Paul Weiss, Evercore and Ropes and Gray re rights offering.
03/06/20	Heidi Hockberger	2.10	Correspond with K&E team, DPW, and Company re settlement.
03/06/20	John R. Luze	0.70	Conference and correspond with parties in interest re PSA and related issues.
03/06/20	Margaret Reiney	2.90	Draft response to request for equity holder committee.
03/06/20	Tommy Scheffer	0.60	Correspond with U.S. Trustee and Alix, MoFo, DPW, A&M, K&E teams re reporting documents.
03/06/20	Tommy Scheffer	0.90	Correspond with Company and RG, PW, K&E teams re settlement agreement.
03/06/20	Brad Weiland	3.30	Telephone conference and correspondence re negotiations of settlement agreement, other open documents with creditor counsel, Uniti counsel.
03/07/20	Brad Weiland	0.90	Correspondence and telephone conferences re PSA amendment with Paul Weiss, Ropes.

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026812

Windstream Holdings, Inc.

Matter Number: 24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/20	Stephen E. Hessler, P.C.	0.80	Telephone conference with K&E team, Paul Weiss, Ropes and Gray, PJT and Evercore re status update.
03/08/20	Francis Petrie	1.60	Telephone conference with Paul Weiss, Ropes teams re amendment logistics (.3); correspond with same re documentation (1.3).
03/08/20	Brad Weiland	1.10	Correspondence and telephone conference re PSA amendment with Paul Weiss, Ropes & Gray.
03/09/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team and DPW re status update.
03/09/20	Dan Walbrun	0.90	Attend telephone conference with Uniti's counsel re lease issues.
03/09/20	Brad Weiland	1.20	Telephone conference re settlement with DPW (.6); telephone conferences and correspondence re next steps including backstop agreement with PW (.6).
03/10/20	Yates French	1.60	Correspond with opposing counsel re 9019 discovery.
03/10/20	John R. Luze	1.20	Conference and correspond with parties in interest re RSA amendment and case issues.
03/10/20	Dan Walbrun	1.00	Attend telephone conference with Uniti's counsel re lease issues.
03/10/20	Brad Weiland	2.20	Telephone conferences re settlement, backstop status and next steps and negotiations re same with creditors' counsel.
03/11/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with Paul Weiss and K&E team re status update (.5); telephone conference with K&E team, Paul Weiss and Ropes and Gray re backstop commitment agreement (.5).
03/11/20	Emily Joung	0.80	Prepare for and participate in telephone conference with Ropes and Paul Weiss re backstop commitment agreement.
03/11/20	John R. Luze	1.40	Conference and correspond with parties in interest re BCA, RSA amendment, and case issues.
03/11/20	Rachel Wang	0.90	Telephone conferences with opposing counsel on backstop agreement.
03/11/20	Brad Weiland	2.20	Correspondence and telephone conferences with creditors' counsel re settlement agreement, backstop agreement, litigation items.

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026812

Windstream Holdings, Inc.

Matter Number: 24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/20	Cassandra E. Fenton	2.50	Participate in meeting re discovery responses (.4); participate in meet and conference (.4); draft and revise meet and conference letter (1.7).
03/12/20	Yates French	1.50	Conference and conference with opposing counsel re 9019 discovery.
03/12/20	Emily Joung	1.40	Telephone conferences with K&E team, Company, Ropes, and Paul Weiss re backstop commitment agreement.
03/12/20	Dan Walbrun	1.00	Attend telephone conference with Uniti's counsel re lease issues.
03/12/20	Rachel Wang	0.70	Telephone conference with opposing counsels on backstop agreement.
03/12/20	Brad Weiland	2.20	Correspondence and telephone conferences re BCA, Uniti settlement, PSA amendment items with Paul Weiss, Ropes, DPW.
03/12/20	Brad Weiland	3.30	Prepare for and participate in telephone conferences re discovery and hearing items with parties' counsel (.8); telephone conference and correspondence with Paul Weiss, Ropes & Gray re backstop (1.6); correspondence and telephone conferences re settlement agreement with DPW (.9).
03/13/20	John R. Luze	1.20	Conference and correspond with parties in interest re BCA, PSA amendment, and case issues.
03/13/20	Francis Petrie	1.20	Correspond with Paul Weiss, Ropes teams re BCA approval motion.
03/13/20	Tommy Scheffer	0.50	Correspond with U.S. Trustee and Alix, MoFo, DPW, A&M, K&E teams re reporting documents.
03/13/20	Brad Weiland	1.40	Correspondence and telephone conferences with Paul Weiss, Ropes & Gray re BCA (.6); correspondence re settlement with DPW (.3); correspondence and telephone conferences re mediation with various parties' counsel (.5).
03/16/20	John R. Luze	1.10	Conference and correspond with parties in interest re case status and issues.
03/16/20	Brad Weiland	1.90	Correspondence and telephone conferences re case status and next steps with creditor advisors.
03/17/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team re draft board materials.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026812

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/20	John R. Luze	0.80	Conference and correspond with parties in interest re RSA amendment and case status.
03/17/20	Ravi Subramanian Shankar	0.20	Correspond with Uniti's counsel re adversary case.
03/17/20	Brad Weiland	0.60	Correspondence and telephone conferences re case status with creditor advisors.
03/18/20	Cassandra E. Fenton	1.00	Prepare for and participate in office conference with opposing counsel.
03/18/20	Yates French	1.50	Correspond and conference with opposing counsel re discovery.
03/18/20	Susan D. Golden	1.00	Telephone conference with Y. French, C. Shore, E. Moskowitz, L. Marinuzzi re office conference re discovery.
03/18/20	John R. Luze	0.90	Conference and correspond with parties in interest re case status and issues.
03/18/20	Brad Weiland	1.00	Correspondence and telephone conferences with creditor counsel re status and next steps.
03/19/20	Brad Weiland	1.80	Correspondence and telephone conference re status and next steps with creditor counsel.
03/20/20	Yates French	1.60	Office conference and conference with opposing counsel re discovery.
03/20/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with L&E team, Evercore, Paul Weiss, PJT and A&M re status update.
03/20/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
03/20/20	Brad Weiland	1.70	Correspondence and telephone conferences re status and scheduling, litigation items, PSA milestone extension with creditor counsel.
03/22/20	Yates French	1.70	Conference and conference with opposing counsel re potential adjournment.
03/22/20	Brad Weiland	0.50	Correspondence and telephone conferences with various creditors' counsel re scheduling and status.
03/23/20	Yates French	1.10	Prepare for and attend telephone conference with opposing counsel re discovery.
03/23/20	John R. Luze	1.30	Conference and correspond with parties in interest re plan issues and case status.
03/23/20	Tommy Scheffer	1.20	Correspond with Polsinelli, K&E teams re settlement agreement.



Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026812

Windstream Holdings, Inc.

Matter Number: 24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/20	Brad Weiland	1.30	Telephone conferences and correspondence with creditors' counsel re status and next steps re settlement and litigation re same.
03/24/20	Yates French	1.90	Prepare for and attend telephone conference with opposing counsel re 9019 discovery.
03/24/20	John R. Luze	0.60	Conference and correspond with parties re plan issue and case status.
03/24/20	Ravi Subramanian Shankar	0.20	Correspond with Uniti's counsel and Company re Protective Order amendment.
03/24/20	Brad Weiland	1.20	Correspond and telephone conferences with Ropes, Paul Weiss, MoFo, W&C re litigation and scheduling items (1.0); telephone conference with S. Lovett re open items (.2).
03/25/20	Yates French	1.50	Conference and conference with opposing counsel re discovery.
03/26/20	Marc Kieselstein, P.C.	1.00	Review UCC proposal re 9019 hearing and plan allocation (.7); telephone conference with K&E team re same (.3).
03/26/20	Brad Weiland	0.50	Review and analyze creditors' committee proposal and correspond with working group re same.
03/26/20	Brad Weiland	1.60	Correspond with Perella Weinberg re open items (.3); follow up re same (.2); correspond and telephone conferences with creditors' counsel re case status and potential transaction (.9); correspond with Uniti counsel re open items with Uniti counsel (.2).
03/27/20	Yates French	2.10	Correspond and conference with opposing counsel re discovery issues.
03/27/20	John R. Luze	0.90	Conference and correspond with parties in interest re plan and case issues.
03/27/20	Tommy Scheffer	0.50	Correspond with U.S. Trustee and MoFo, Alix, DPW, A&M, K&E teams re reporting documents.
03/27/20	Brad Weiland	0.80	Correspond and telephone conference with creditors' counsel re status and documents.
03/28/20	Brad Weiland	1.10	Correspond with with Ropes and Perella Weinberg re plan and disclosure statement (.4); follow up with same re same (.7).
03/29/20	Brad Weiland	1.10	Correspondence and telephone conferences with creditor advisors re open items and next steps.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026812

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team and Shearman re plan and disclosure statement.
03/30/20	Heidi Hockberger	1.00	Draft summary of unsecured creditors' settlement proposal.
03/30/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
03/30/20	Francis Petrie	0.90	Correspond with creditors re plan and disclosure statement.
03/30/20	Brad Weiland	2.10	Telephone conference with B. Hermann (.4); telephone conference and correspondence with DPW (.6); correspondence and telephone conference with Shearman & Sterling (.6); correspondence re status and next steps with creditor advisors (.5).
03/31/20	John R. Luze	0.70	Conference and correspond with parties interest re plan and case issues.
03/31/20	Francis Petrie	0.30	Correspond with creditors re exclusivity motion.
03/31/20	Tommy Scheffer	0.30	Correspond with U.S. Trustee and MoFo, Alix, A&M, K&E teams re cash management and tax reporting documents.
03/31/20	Brad Weiland	1.20	Telephone conferences and correspond with creditor and Uniti advisors re status, next steps.
<b>Total</b>		<b>110.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026813**

**Client Matter: 24706-16**

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**In the Matter of Creditors' Committee Matters**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 4,604.50

Total legal services rendered

\$ 4,604.50

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Creditors' Committee Matters

Invoice Number: 1050026813  
Matter Number: 24706-16

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Julia D. Harper	3.80	610.00	2,318.00
Brad Weiland	1.70	1,345.00	2,286.50
<b>TOTALS</b>	<b>5.50</b>		<b>\$ 4,604.50</b>

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Creditors' Committee Matters

Invoice Number: 1050026813  
Matter Number: 24706-16

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**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/12/20	Brad Weiland	0.40	Correspond and telephone conference with L. Marinuzzi re next steps.
03/17/20	Julia D. Harper	3.80	Draft response to Committee's supplemental request for production.
03/23/20	Brad Weiland	0.60	Review and analyze Creditors' Committee adjournment request and next steps.
03/25/20	Brad Weiland	0.50	Correspond with committee counsel re committee items.
03/27/20	Brad Weiland	0.20	Correspond with Creditors' Committee counsel re PSA and follow-up re same.
<b>Total</b>		<b>5.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026814**

**Client Matter: 24706-17**

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## In the Matter of Employee and Labor Matters

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 10,016.00

Total legal services rendered

\$ 10,016.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050026814  
 Matter Number: 24706-17

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jack N. Bernstein	3.00	1,375.00	4,125.00
Kate Coverdale	1.20	1,215.00	1,458.00
Stephen E. Hessler, P.C.	0.50	1,635.00	817.50
Scott D. Price, P.C.	1.80	1,635.00	2,943.00
Brad Weiland	0.50	1,345.00	672.50
<b>TOTALS</b>	<b>7.00</b>		<b>\$ 10,016.00</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050026814  
 Matter Number: 24706-17

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Kate Coverdale	0.20	Correspond with K&E team re MIP language in term sheet.
03/01/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team re MIP language.
03/02/20	Kate Coverdale	0.10	Correspond with K&E team re reporting requirements.
03/03/20	Scott D. Price, P.C.	0.30	Correspond with K&E team re compensation arrangements.
03/04/20	Kate Coverdale	0.60	Correspond with K&E team re reporting requirements (.2); telephone conference with Company re Form 48 (.4).
03/04/20	Scott D. Price, P.C.	1.50	Correspond with K&E team re SEC filings and management matters (1.2); review compensation materials (.3).
03/05/20	Kate Coverdale	0.20	Correspond with K&E team re reporting (.1); correspond with Company re reporting (.1).
03/11/20	Kate Coverdale	0.10	Correspond with K&E team re deferred compensation plan.
03/12/20	Jack N. Bernstein	3.00	Review and prepare comments to draft backstop agreement (2.0); analyze employee issues (1.0).
03/14/20	Brad Weiland	0.50	Review and analyze compensation items (.3); correspond with K&E team re same (.2).
<b>Total</b>		<b>7.00</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026815**  
**Client Matter: 24706-18**

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**In the Matter of Executory Contracts and Unexpired Leases**

For legal services rendered through March 31, 2020 (see attached Description of Legal Services for detail)	<u>\$ 514,154.00</u>
Total legal services rendered	\$ 514,154.00

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.40	340.00	136.00
Spencer Caldwell-McMillan	4.50	740.00	3,330.00
Chris Ceresa	39.40	610.00	24,034.00
Tim Cruickshank, P.C.	0.50	1,295.00	647.50
Stephen E. Hessler, P.C.	13.40	1,635.00	21,909.00
Heidi Hockberger	72.40	845.00	61,178.00
Marc Kieselstein, P.C.	18.50	1,635.00	30,247.50
Hannah Kupsky	1.20	340.00	408.00
Ross M. Kwasteniet, P.C.	0.80	1,595.00	1,276.00
John R. Luze	2.60	1,085.00	2,821.00
Carrie Therese Oppenheim	0.20	445.00	89.00
Daniel Perlman, P.C.	4.00	1,535.00	6,140.00
Francis Petrie	3.40	845.00	2,873.00
Margaret Reiney	65.50	610.00	39,955.00
Katie Roddy	14.00	1,085.00	15,190.00
David A. Rosenberg, P.C.	6.30	1,415.00	8,914.50
Leo Rosenberg	0.30	275.00	82.50
Tommy Scheffer	72.20	740.00	53,428.00
Trudy Smith	12.10	845.00	10,224.50
Al Stemp, P.C.	38.60	1,415.00	54,619.00
Dan Walbrun	110.90	1,165.00	129,198.50
Nicholas Warther	0.90	975.00	877.50
Brad Weiland	29.10	1,345.00	39,139.50
Nancy Zambrana	8.80	845.00	7,436.00
<b>TOTALS</b>	<b>520.00</b>		<b>\$ 514,154.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Katie Roddy	6.00	Telephone conference with D. Walbrun and A. Stemp re lease (1.0); revise lease (5.0).
03/01/20	Dan Walbrun	3.20	Review and comment on updated internal draft of lease (2.6); correspond with internal real estate team re open issues and comments (.6).
03/02/20	Daniel Perlman, P.C.	1.60	Review lease issues.
03/02/20	Al Stemp, P.C.	4.70	Review, analyze lease bifurcation draft issues (3.2); telephone conferences with D. Walbrun re same (1.0); review settlement agreement draft (.3); review, analyze correspondence (.2).
03/02/20	Dan Walbrun	10.00	Revise lease draft based on Term Sheet (9.0); correspond with K&E team re open issues (1.0).
03/03/20	Spencer Caldwell-McMillan	0.20	Correspond with A&M re lease issues.
03/03/20	John R. Luze	2.60	Draft and revise 9019 motion re Uniti adversary proceeding.
03/03/20	Margaret Reiney	1.10	Review and revise 9019 motion.
03/03/20	David A. Rosenberg, P.C.	0.60	Review and analyze lease.
03/03/20	Tommy Scheffer	3.40	Correspond and telephone conferences with K&E team re 9019 motion, settlement agreement (.7); review and revise 9019 motion (2.7).
03/03/20	Al Stemp, P.C.	1.70	Review comments to lease draft (.3); review updated settlement agreement (.4); telephone conference with D. Walbrun re same (.5); review, analyze correspondence (.5).
03/03/20	Dan Walbrun	4.00	Revise lease draft based on Term Sheet (1.5); correspond with K&E team re open issues (.5); attend telephone conference with Company and discuss open lease issues (.7); analyze open comments (1.0); coordinate open deal issues (.3).
03/04/20	Spencer Caldwell-McMillan	0.20	Prepare for and participate in telephone conference with A&M and counterparty re executory contract review.
03/04/20	Chris Ceresa	0.20	Correspond with N. Davanipour re assume and amend pleading.

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026815

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/20	Chris Ceresa	1.80	Review and analyze materials re legal issue re settlement consideration (.3); draft materials re responses to proposed settlement (.8); research re replies to various arguments (.7).
03/04/20	Stephen E. Hessler, P.C.	4.40	Telephone conference with K&E team and Company re status update (.3); telephone conference with K&E team and PJT re draft 9019 motion (.5); telephone conference and correspond with K&E team re same (1.0); telephone conference with K&E team and Soros re update (.3); telephone conference with K&E team and Company re non-disclosure agreement (1.0); telephone conference with Paulson and K&E team re update (.3); telephone conference and correspond with K&E team and Company re next steps (1.0).
03/04/20	Heidi Hockberger	5.00	Revise settlement agreement (2.8); revise settlement motion (2.2).
03/04/20	Marc Kieselstein, P.C.	3.80	Review Uniti settlement agreement and 9019 order open issues (2.0), revisions to latest 9019 draft (1.8).
03/04/20	Hannah Kupsky	1.20	Research re 9019 settlement replies and correspond with C. Ceresa re same (1.1); revise 9019 order (.1).
03/04/20	Margaret Reiney	1.50	Review 9019 motion (.3); telephone conference with PJT re same (.4); review potential 9019 responses (.4); research precedent re same (.4).
03/04/20	Tommy Scheffer	1.60	Correspond and telephone conferences with K&E team re 9019 motion, settlement agreement (.4); review and revise 9019 motion (.9); correspond with K&E team re 9019 motion reply (.3).
03/04/20	Al Stemp, P.C.	2.80	Review internal comments to bifurcated lease draft (.6); conference with D. Walbrun re the same (.2); review, analyze finalizing lease draft (1.5); review, analyze correspondence (.5).
03/04/20	Dan Walbrun	6.00	Revise lease draft based on Term Sheet (2.0); correspond with K&E team re open issues (.7); analyze open comments (1.5); coordinate open deal issues (.8); review and comment on draft order and Settlement Agreement (1.0).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026815

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/20	Chris Ceresa	1.10	Conference with N. Davanipour re various issues related to assume and assign motion.
03/05/20	Stephen E. Hessler, P.C.	4.00	Telephone conference with K&E team status update (.5); telephone conference and correspond with K&E team re non-disclosure agreement (1.0); telephone conference and correspond with K&E team re 9019 motion (1.0); telephone conference and correspond with K&E team and Company re Elliott non-disclosure agreement (.5); telephone conference and correspond with K&E team and Company re next step (1.0).
03/05/20	Heidi Hockberger	7.40	Revise settlement order (2.4); revise settlement agreement (2.8); revise settlement motion (2.2).
03/05/20	Ross M. Kwasteniet, P.C.	0.80	Analyze next steps re settlement and confirmation process.
03/05/20	Daniel Perlman, P.C.	1.20	Review lease structure.
03/05/20	Margaret Reiney	5.40	Revise settlement agreement (2.4); revise 9019 objection materials (1.1); research 9019 precedent (1.9).
03/05/20	David A. Rosenberg, P.C.	0.50	Review and analyze lease.
03/05/20	Tommy Scheffer	1.50	Correspond with Company and K&E team re 9019 motion (.7); revise same (.8).
03/05/20	Al Stemp, P.C.	2.30	Review open issues and questions to Company for bifurcated lease draft (.5); review issues re rent reset provision (.5); review lease draft (1.0); review, analyze correspondence (.3).
03/05/20	Dan Walbrun	2.50	Revise lease draft based on Term Sheet (1.0); correspond with K&E team re open issues (.2); analyze open comments (.5); coordinate open deal issues (.3); review and comment on draft order and Settlement Agreement (.5).
03/05/20	Brad Weiland	2.70	Revise lease and contract settlement materials (2.2); correspondence and telephone conferences with K&E team, Company re same (.5).
03/06/20	Chris Ceresa	1.30	Research re replies to various objections re settlements (1.1); correspond with M. Reiney re same (.2).
03/06/20	Stephen E. Hessler, P.C.	2.00	Telephone conference and correspond with K&E team and Company re next steps.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/20	Heidi Hockberger	6.40	Revise settlement order (2.4); revise settlement agreement (1.8); revise settlement motion (2.2).
03/06/20	Marc Kieselstein, P.C.	1.50	Review of proposed DPW settlement order and consider modifications (1.0); review of Uniti proposed settlement agreement (.5).
03/06/20	Marc Kieselstein, P.C.	1.20	Consider resumption of mediation and scope of same.
03/06/20	Daniel Perlman, P.C.	1.20	Review lease structure.
03/06/20	Francis Petrie	2.80	Correspond with K&E team re finalizing 9019 motion.
03/06/20	Margaret Reiney	1.90	Review 9019 precedent.
03/06/20	Katie Roddy	1.50	Telephone conference with Windstream team re lease (1.0); correspondence re transaction (.5).
03/06/20	Tommy Scheffer	2.40	Revise settlement agreement, 9019 motion.
03/06/20	Trudy Smith	1.00	Review and analyze lease assumption notices and order re assumption confirmation (.3); correspond with C. Ceresa re same (.2); review and analyze lease filings re same (.4); correspond with Company re same (.1).
03/06/20	Al Stemp, P.C.	1.80	Review, analyze finalizing lease draft for circulation to Uniti's counsel (1.3); review, analyze correspondence (.5).
03/06/20	Dan Walbrun	10.50	Revise lease draft based on Term Sheet (5.3); correspond with K&E team re open issues (.5); analyze open comments (1.0); coordinate open deal issues (.5); review and comment on draft order and Settlement Agreement (2.5); attend telephone conference re creditors (.7).
03/06/20	Brad Weiland	3.10	Review and revise Uniti contract and lease settlement materials.
03/06/20	Nancy Zambrana	1.20	Review correspondence re master lease (.2); attend telephone conference re comments to master lease (1.0).
03/07/20	Chris Ceresa	2.70	Research issues re 9019 objections (2.3); correspond with H. Hockberger re same (.4).
03/07/20	Heidi Hockberger	0.20	Correspond with K&E team re settlement documents.
03/07/20	Dan Walbrun	1.00	Review, analyze open issues re lease.
03/08/20	Heidi Hockberger	0.40	Correspond with K&E team re settlement documents.

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026815

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/20	Dan Walbrun	1.00	Review, analyze open issues re lease.
03/08/20	Nancy Zambrana	1.00	Review lease re FMV provisions (.6); correspond with D. Walbrun re same (.2); correspond with D. Perlman and D. Rosenberg re same (.2).
03/09/20	Chris Ceresa	0.40	Correspond with Company re assumption motion (.1); revise same (.3).
03/09/20	Chris Ceresa	5.20	Research re legal issue related to 9019 Motion (1.8); draft memorandum re same (2.7); draft reply re same (.7).
03/09/20	Heidi Hockberger	4.50	Revise settlement documents (1.7); telephone conferences with K&E team re same (1.2); research re 9019 motion (1.6).
03/09/20	Marc Kieselstein, P.C.	2.50	Review of 9019 discovery (1.5); review of open settlement agreement issues (1.0).
03/09/20	Francis Petrie	0.60	Draft and revise mediation correspondence.
03/09/20	Margaret Reiney	1.20	Correspond with T. Scheffer re 9019 reply (.3); correspond with A. Abate re same (.1); revise same (.4); research case law re potential 9019 objection (.4).
03/09/20	Katie Roddy	3.00	Revise lease (2.0); correspond with K&E team re same (1.0).
03/09/20	David A. Rosenberg, P.C.	1.10	Telephone conferences with D. Walbrun, Company, and DPW teams re lease issues.
03/09/20	Tommy Scheffer	2.30	Correspond with Company and K&E team re settlement agreement, 9019 order (.2); analyze precedent re 9019 replies (.5); correspond with K&E team re same (.2); correspond with K&E team re draft 9019 reply (.3); review and revise 9019 objection materials (.9); correspond with K&E team re same (.2).
03/09/20	Trudy Smith	0.20	Correspond with Fisher Boyle re contract assumption (.1); correspond with Company re same (.1).
03/09/20	Al Stemp, P.C.	0.60	Review correspondence re ILEC lease status.
03/09/20	Dan Walbrun	4.10	Review and analyze lease issues (2.0); coordinate open deal issues (.6); review and analyze renewal issues (1.3); correspond re deal (.2).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/20	Brad Weiland	2.60	Review Uniti settlement agreement and leases (1.1); correspondence and telephone conferences with K&E team re same (.7); correspondence and telephone conference with Company re same (.8).
03/10/20	Spencer Caldwell-McMillan	0.30	Telephone conference with T. Scheffer re leases (.1); telephone conference with K&E team, A&M and KCC re same (.2).
03/10/20	Chris Ceresa	7.40	Research re issues related to settlement consideration (3.7); draft, review, and revise memorandum re same (3.6); correspond with K&E team re same (.1).
03/10/20	Heidi Hockberger	7.50	Revise settlement documents (4.0); telephone conferences with K&E team re same (1.2); research re 9019 motion (2.3).
03/10/20	Margaret Reiney	9.00	Draft and revise 9019 reply (2.3); draft memorandum re allocation (4.2); revise same (2.1); correspond with T. Scheffer re same (.4).
03/10/20	Katie Roddy	3.50	Telephone conference with Uniti team re lease (1.5); correspondence re same (2.0).
03/10/20	David A. Rosenberg, P.C.	1.80	Telephone conference with D. Walbrun re status (.3); telephone conference with DPW re lease (1.5).
03/10/20	Tommy Scheffer	4.50	Correspond and telephone conferences with Company and K&E team re settlement agreement (.9); correspond with K&E team re declaration in support of 9019 motion (.7); revise same (2.9).
03/10/20	Trudy Smith	0.10	Correspond with J. Luze and Fisher Boyle re conference on assumption and plan.
03/10/20	Al Stemp, P.C.	3.80	Telephone conference with RE team and DPW team re ILEC lease comments (2.5); prepare for telephone conference (1.3).
03/10/20	Dan Walbrun	6.00	Review and analyze lease issues (4.6); coordinate open deal issues (.7); correspond with K&E team re open issues (.7).
03/10/20	Nicholas Warther	0.90	Review and revise settlement agreement.
03/10/20	Brad Weiland	2.50	Prepare and revise Uniti lease and contract settlement materials (1.5); telephone conference and office conference with K&E team re same (1.0).



Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026815

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/20	Chris Ceresa	5.40	Research re issue related to settlement (.5); draft and revise memorandum re settlement objections (1.3); draft and revise reply to settlement objection (3.3); correspond with K&E team re same (.3).
03/11/20	Heidi Hockberger	8.00	Revise settlement documents (4.3); telephone conferences with K&E team re same (1.4); research re 9019 motion (2.3).
03/11/20	Marc Kieselstein, P.C.	2.00	Consider open settlement agreement and backstop agreement issues (1.0), amendments to PSA re additional 1L participants (1.0).
03/11/20	Margaret Reiney	6.30	Revise 9019 reply memorandum (3.3); correspond with C. Ceresa re same (.3); draft and revise research re settlement (2.7).
03/11/20	David A. Rosenberg, P.C.	1.30	Telephone conference with Company and D. Walbrun re lease.
03/11/20	Tommy Scheffer	7.80	Correspond and telephone conferences with PJT, K&E teams re declaration in support of 9019 motion (1.4); revise same (1.3); correspond with Company and PJT, K&E teams re settlement agreement (1.9); correspond with K&E teams re 9019 memorandums (.7); research re same (.6); review and revise same (1.9).
03/11/20	Trudy Smith	1.20	Telephone conference with Fisher Boyle re stipulation (.6); correspond with Company re contract analysis (.2); correspond with J. Luze re same (.1); review notice of withdrawal re automatic stay motion (.1); correspond with J. DeSilvey re same (.1); correspond with K&E team re agenda and open items (.1).
03/11/20	Al Stemp, P.C.	1.30	Telephone conference with RE and tax teams re material open ILEC lease issues.
03/11/20	Dan Walbrun	6.50	Review and analyze lease issues (4.1); coordinate open deal issues (1.4); correspond with K&E team re open issues (1.0).
03/11/20	Brad Weiland	2.50	Correspond with K&E team re Uniti settlement, lease items (.7); review and revise materials re same (1.5); telephone conference with Company re same (.3).
03/12/20	Chris Ceresa	2.30	Revise 9019 reply memorandum (2.2); correspond with K&E team re same (.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/20	Heidi Hockberger	7.80	Revise settlement documents (4.3); telephone conferences with K&E team re same (1.2); research re 9019 motion (2.3).
03/12/20	Margaret Reiney	5.10	Revise and review 9019 reply memorandum (4.7); correspond with T. Scheffer and C. Ceresa re same (.4).
03/12/20	David A. Rosenberg, P.C.	0.50	Correspond with Company re lease issues.
03/12/20	Tommy Scheffer	5.30	Correspond with K&E team re 9019 memorandums (.7); research re same (1.3); review and revise same (2.7); review and revise 9019 order (.6).
03/12/20	Trudy Smith	0.60	Attend telephone conference with Company and A&M re partner settlements (.4); correspond with Company re rejection inquiry (.1); correspond with C. McNulty re counterparty agreement (.1).
03/12/20	Al Stemp, P.C.	1.70	Review and analyze ILEC lease open material issues list (.8); review Company responses to same (.4); conference with RE team re same (.5).
03/12/20	Dan Walbrun	2.00	Review and analyze lease issues (1.2); coordinate open deal issues (.5); correspond with K&E team re open issues (.3).
03/12/20	Brad Weiland	2.40	Prepare and revise Uniti contract and lease settlement agreement (1.4); correspondence and telephone conferences with Company, K&E team re same (1.0).
03/13/20	Heidi Hockberger	2.00	Research re 9019 motion.
03/13/20	Margaret Reiney	5.60	Research precedent re allocation of settlement proceeds (2.6); revise memorandum re same (1.8); review and revise settlement filings (1.2).
03/13/20	Tommy Scheffer	3.90	Correspond with K&E team re settlement agreement, declaration in support of 9019 motion (.6); review and revise declaration in support of 9019 motion (1.9); analyze settlement agreement (.9); correspond with Company and PJT, K&E teams re same (.5).
03/13/20	Al Stemp, P.C.	2.90	Review revised ILEC lease draft from DPW (2.4); review, analyze correspondence (.5).
03/13/20	Dan Walbrun	0.50	Review, analyze open issues re lease.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/20	Brad Weiland	1.30	Review and analyze settlement re Uniti lease and contracts (.6); correspondence and telephone conferences with K&E team, Company re same (.7).
03/14/20	Chris Ceresa	3.10	Review comments to 9019 reply memorandum (.2); review and revise memorandum re same (2.8); correspond with H. Hockberger re same (.1).
03/14/20	Dan Walbrun	8.30	Prepare revised lease (4.3); review and analyze Uniti draft of lease (2.5); review and analyze lease issues (1.5).
03/14/20	Nancy Zambrana	0.10	Review correspondence re master lease.
03/15/20	Tommy Scheffer	2.60	Review and revise settlement memorandum (1.8); correspond with K&E team re same (.3); research re same (.5).
03/15/20	Dan Walbrun	4.90	Prepare revised Lease (2.0); review and analyze Uniti draft of Lease (1.5); review and analyze Lease issues (.9); attend telephone conference with company re lease (.5).
03/15/20	Brad Weiland	1.50	Review and analyze Uniti contract and lease settlement items.
03/15/20	Nancy Zambrana	5.80	Review Separation and Distribution Agreement and ancillary legacy documents (3.8); prepare summary re same (2.0).
03/16/20	Chris Ceresa	0.30	Revise settlement memorandum (.2); correspond with K&E team re same (.1).
03/16/20	Heidi Hockberger	2.30	Revise memoranda re 9019 research (2.2); correspond with K&E team re 9019 motion discovery (.1).
03/16/20	Margaret Reiney	4.60	Revise 9019 memorandum (3.4); correspond with T. Scheffer re same (.3); revise 9019 declaration (.9).
03/16/20	David A. Rosenberg, P.C.	0.50	Review and analyze lease comments.
03/16/20	Leo Rosenberg	0.30	Draft materials re mediation logistics.
03/16/20	Tommy Scheffer	1.50	Correspond with K&E team re settlement memoranda (.7); review and revise same (.8).
03/16/20	Tommy Scheffer	1.90	Review and revise settlement memorandum (.9); correspond with K&E team re same (.2); research re same (.8).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Executory Contracts and Unexpired Leases

Invoice Number: 1050026815  
 Matter Number: 24706-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/20	Dan Walbrun	7.20	Review and analyze lease documentation (2.0); prepare revised lease draft (4.2); attend telephone conference with D. King (.3); correspond with K&E team re open issues (.7).
03/16/20	Nancy Zambrana	0.50	Review Separation and Distribution Agreement, ancillary legacy documents and summary re same (.3); conference with D. Walbrun re same (.2).
03/17/20	Chris Ceresa	0.40	Revise settlement memorandum sales (.2); correspond with H. Hockberger re same (.2).
03/17/20	Tim Cruickshank, P.C.	0.50	Telephone conference with K&E team re settlement agreement.
03/17/20	Heidi Hockberger	2.40	Correspond with K&E team re settlement (.9); revise memoranda re 9019 motion (1.1); correspond with K&E team re same (.4).
03/17/20	Marc Kieselstein, P.C.	1.30	Review open settlement items.
03/17/20	Margaret Reiney	6.20	Revise settlement memorandum (3.7); correspond with K&E team re same (.4); revise 9019 declaration (.9); correspond with K&E team re same (.2); compile mediation dates (.7); correspond with K&E team re same (.3).
03/17/20	Tommy Scheffer	7.20	Review and revise settlement memoranda (1.5); correspond with K&E team re same (.4); correspond with K&E team re mediation (.2); correspond and telephone conferences with K&E teams re settlement agreement, declaration in support of 9019 motion (.9); review and revise declaration in support of 9019 motion (2.1); correspond with KCC, A&M, K&E teams re assumption and assignment procedures re 9019 order (.8); review and revise same (1.3).
03/17/20	Trudy Smith	0.20	Correspond with E. Flynn re digital realty (.1); review stipulation re same (.1).
03/17/20	Al Stemp, P.C.	1.60	Review revised lease draft sent to DPW.
03/17/20	Dan Walbrun	4.50	Prepare and distribute revised lease draft.
03/17/20	Brad Weiland	0.80	Review and analyze Uniti contract and lease settlement.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

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03/17/20	Nancy Zambrana	0.20	Correspond with Windstream team and D. Walbrun re open items on Separation and Distribution Agreement and ancillary legacy documents.
03/18/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
03/18/20	Heidi Hockberger	3.30	Correspond with K&E team re settlement and settlement documentation.
03/18/20	Marc Kieselstein, P.C.	3.00	Consider open settlement agreement issues (1.0); consider potential continuance of 9019 hearing (1.0); open discovery issues (1.0).
03/18/20	Margaret Reiney	4.00	Revise 9019 settlement memorandum (.4); correspond with K&E team re same (.2); research mediation dates (.7); correspond with K&E team re same (.3); revise 9019 declaration (.8); correspond with T. Scheffer re same (.2); revise 9019 reply (1.4).
03/18/20	Tommy Scheffer	4.90	Review and revise declaration in support of 9019 motion (2.5); correspond with K&E team re same (.7); correspond and telephone conferences with K&E teams re settlement agreement (1.7).
03/18/20	Trudy Smith	0.40	Telephone conference with Company and A&M re partner-litigant settlement (.2); correspond with K&E team re contract assumption (.2).
03/18/20	Al Stemp, P.C.	1.70	Review lease redraft (1.3); review, analyze correspondence (.4).
03/18/20	Dan Walbrun	2.50	Review, analyze open issues re lease.
03/18/20	Brad Weiland	1.50	Review and analyze Uniti settlement materials and correspondence re same.
03/19/20	Chris Ceresa	1.20	Research re various issues related to nonassumable contracts.
03/19/20	Heidi Hockberger	3.50	Correspond with K&E team re settlement and settlement documentation.
03/19/20	Margaret Reiney	2.50	Research re executory contract assignment (2.3); correspond with C. Ceresa re same (.2).
03/19/20	Margaret Reiney	2.90	Review and revise 9019 declaration (.7); correspond with H. Hockberger and T. Scheffer re same (.2); review and revise 9019 reply (1.9); correspond with T. Scheffer re same (.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/20	Tommy Scheffer	2.30	Research re IRU and related contracts (1.8); correspond with Company and K&E team re same (.5).
03/19/20	Tommy Scheffer	5.20	Review and revise declaration in support of 9019 motion (2.2); correspond with K&E team re same (.6); review and revise 9019 order (1.3); correspond with Company and K&E team re same (1.1).
03/19/20	Trudy Smith	0.50	Telephone conference with Company and A&M re channel partners update.
03/19/20	Brad Weiland	1.40	Review and revise Uniti settlement of contract and lease items (.6); correspondence and telephone conferences with K&E team re same (.8).
03/20/20	Chris Ceresa	2.80	Research re assumable executory contracts (1.7); revise memorandum re same (.7); correspond with K&E team including M. Reiney re same (.4).
03/20/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
03/20/20	Heidi Hockberger	2.30	Correspond with K&E team re settlement and settlement documentation.
03/20/20	Margaret Reiney	4.10	Review and revise executory contract memorandum (3.7); correspond with C. Ceresa re same (.4).
03/20/20	Margaret Reiney	0.90	Revise declaration in support of 9019 motion.
03/20/20	Tommy Scheffer	1.80	Correspond with K&E team re assumption and assignment of contracts (.4); research re same (.8); review and revise memorandum re same (.6).
03/20/20	Tommy Scheffer	2.30	Correspond with K&E team re settlement agreement, settlement agreement asset purchase agreement (1.1); review and revise 9019 reply (.9); correspond with K&E team re same (.3).
03/20/20	Trudy Smith	0.90	Review and analyze outstanding issues re contract assumption (.4); review documentation re same (.2); correspond with Fisher Boyle re same (.2); correspond with Company re same (.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026815

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team and Chambers re status update (.5); telephone conference and correspond with K&E team re same (.5).
03/22/20	Heidi Hockberger	0.50	Correspond with K&E team re settlement and settlement documentation (.2); revise Leone declaration (.3).
03/22/20	Margaret Reiney	1.00	Revise 9019 declaration (.7); correspond with K&E team re same (.3).
03/22/20	Tommy Scheffer	0.70	Correspond with K&E team re declaration in support of 9019 motion.
03/23/20	Spencer Caldwell-McMillan	0.70	Correspond re lease agreement (.2); review plan re executory contracts assumption and rejection procedures (.5).
03/23/20	Heidi Hockberger	0.70	Correspond with K&E team re settlement and settlement documentation.
03/23/20	Marc Kieselstein, P.C.	0.20	Consider adjournment of 9019 hearing.
03/23/20	Tommy Scheffer	4.70	Review and revise 9019 motion reply (2.3); correspond with K&E team re same (1.7); correspond with Company and K&E team re settlement agreement asset purchase agreement (.7).
03/23/20	Trudy Smith	1.10	Read and analyze settlement agreement re termination and rejection determination (.8); correspond with Company and A&M re same (.2); correspond with S. Caldwell-McMillan re notice of rejection (.1).
03/23/20	Brad Weiland	0.80	Review and analyze documents re Uniti contract and lease settlement.
03/24/20	Heidi Hockberger	0.50	Revise settlement order (.3); correspond with K&E team re settlement documents (.2).
03/24/20	Marc Kieselstein, P.C.	3.00	Consider open documentation issues, renewal rent exhibit issues, adjournment of hearing and next steps re allocation.
03/24/20	Tommy Scheffer	0.40	Correspond with Fisher Boyles, K&E teams re unexpired leases and executory contracts.
03/24/20	Tommy Scheffer	0.70	Correspond and telephone conferences with K&E team re settlement agreement.
03/24/20	Al Stemp, P.C.	0.30	Review correspondence re lease status.
03/24/20	Brad Weiland	1.30	Review and analyze Uniti settlement and status re same.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/20	Chris Ceresa	3.80	Correspond with M. Reiney re draft omnibus reply to settlement (.2); revise and analyze same (3.6).
03/25/20	Heidi Hockberger	0.20	Correspond with K&E team re settlement order.
03/25/20	Margaret Reiney	2.20	Revise 9019 reply.
03/25/20	Tommy Scheffer	3.30	Correspond with K&E team re unsecured creditor settlement proposal (.7); analyze same (.9); correspond with K&E team re settlement agreement, notice of adjournment re same (1.7).
03/25/20	Trudy Smith	0.60	Correspond with Company re contract assumption (.2); review and analyze materials re same (.3); correspond with T. Scheffer re settlement status for counterparty (.1).
03/25/20	Brad Weiland	0.80	Review and analyze Uniti status and next steps.
03/26/20	Spencer Caldwell-McMillan	0.80	Draft rejection notice (.7); correspond with T. Smith re same (.1).
03/26/20	Trudy Smith	1.70	Correspond with Fisher Boyle re contract assumption stipulation (.2); review and comment on same (.7); correspond with Company re same (.1); review and revise rejection notice (.4); correspond with S. Caldwell-McMillan re same (.1); review correspondence from Bryan Cave re contract counterparty (.1); correspond with Stoel Rives re digital realty extension (.1).
03/27/20	Anthony Abate	0.40	Prepare, file and serve stipulation re extension of deadline to assume non-residential real property.
03/27/20	Spencer Caldwell-McMillan	2.30	Revise rejection notice (1.3); correspond with A&M, Company and K&E team re rejection and filing (1.0).
03/27/20	Carrie Therese Oppenheim	0.20	Prepare Georgia Power stipulation for submission to chambers.



Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026815

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/20	Trudy Smith	3.50	Correspond with Fisher Boyle re contract assumption stipulation negotiation (.6); review and revise same (.9); correspond with Company re same (.3); review and review contract rejection notice and corresponding materials (.6); correspond with S. Caldwell-McMillan re same (.2); correspond with K&E team and Company re rejection (.2); correspond with K&E team re filing version of rejection notice (.2); prepare filing version of assumption stipulation (.4); correspond with K&E team re same (.1).
03/27/20	Al Stemp, P.C.	1.00	Review equipment Loan Agreement.
03/27/20	Dan Walbrun	3.50	Review, analyze open deal issues re lease and equipment loan.
03/27/20	Brad Weiland	1.50	Correspond with H. Hockberger re Uniti contract and lease settlement with H. Hockberger (.4); review and analyze status of documents re same (.5); review and analyze lease materials re same (.6).
03/28/20	Dan Walbrun	4.50	Review, analyze open deal issues re lease and equipment loan, including preparing an issues list.
03/29/20	Al Stemp, P.C.	4.30	Review and comment on equipment loan agreement (1.8); review DPW redraft and D. Walbrun's issues list for ILEC lease (1.3); telephone conference re ILEC lease with D. Walbrun and WIN team (1.2).
03/29/20	Dan Walbrun	5.00	Attend telephone conference with Company re open lease issues (1.0); prepare lease and equipment loan re same (4.0).
03/30/20	Heidi Hockberger	7.50	Correspond with K&E team re settlement objections (2.5); research re same (2.7); correspond with K&E team re settlement documents and next steps (2.3).
03/30/20	Al Stemp, P.C.	3.50	Telephone conference with D. Walbrun and DPW team re ILEC lease comments and issues (1.2); review lease redraft (1.3); telephone conference with D. Walbrun, B. Weiland and H. Hockberger re open settlement document issues (.5); review, analyze correspondence (.5).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026815

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/20	Dan Walbrun	11.20	Prepare lease and equipment loan comments (3.6); correspond with K&E team re open issues (3.7); review and revise materials re same (3.9).
03/30/20	Brad Weiland	2.40	Review and analyze Uniti contract and lease settlement materials and status (.8); correspond and telephone conference with K&E team re same (.7); review and analyze Uniti documentation and comments re same (.5); telephone conference and correspond with H. Hockberger re same (.4).
03/31/20	Trudy Smith	0.10	Correspond with Stoel Rives and E. Flynn re contract extension.
03/31/20	Al Stemp, P.C.	2.60	Review and comment on lease and equipment loan agreement transfer and non-compete provisions (1.5); telephone conference with D. Walbrun re same (.6); review, analyze correspondence re appraisal status and open lease issues (.5).
03/31/20	Dan Walbrun	2.00	Review, analyze open deal issues re lease and equipment loan.
<b>Total</b>		<b>520.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026816**

**Client Matter: 24706-19**

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## In the Matter of Hearings

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 12,061.00

Total legal services rendered

\$ 12,061.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Hearings

Invoice Number: 1050026816  
Matter Number: 24706-19

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Susan D. Golden	1.10	1,175.00	1,292.50
Stephen E. Hessler, P.C.	2.00	1,635.00	3,270.00
Richard U. S. Howell, P.C.	1.30	1,245.00	1,618.50
Marc Kieselstein, P.C.	1.00	1,635.00	1,635.00
Ross M. Kwasteniet, P.C.	0.80	1,595.00	1,276.00
Ravi Subramanian Shankar	1.40	1,075.00	1,505.00
Trudy Smith	0.30	845.00	253.50
Brad Weiland	0.90	1,345.00	1,210.50
<b>TOTALS</b>	<b>8.80</b>		<b>\$ 12,061.00</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050026816  
 Matter Number: 24706-19

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/03/20	Susan D. Golden	1.10	Attend telephonic hearing re Windstream-Uniti settlement.
03/03/20	Stephen E. Hessler, P.C.	1.00	Prepare for and participate in status conference.
03/03/20	Richard U. S. Howell, P.C.	1.30	Prepare for and attend court telephone conference re settlement and scheduling.
03/03/20	Marc Kieselstein, P.C.	1.00	Prepare for and participate in telephonic status conference.
03/03/20	Ross M. Kwasteniet, P.C.	0.80	Prepare for and participate in status conference.
03/03/20	Ravi Subramanian Shankar	1.00	Telephonically attend hearing re Uniti matters.
03/17/20	Stephen E. Hessler, P.C.	1.00	Participate telephonically in omnibus hearing.
03/17/20	Ravi Subramanian Shankar	0.40	Attend omnibus hearing telephonically.
03/17/20	Trudy Smith	0.30	Attend hearing telephonically re claims objection and notice of satisfaction.
03/17/20	Brad Weiland	0.90	Prepare for and participate in telephonic omnibus hearing.
<b>Total</b>		<b>8.80</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026817**  
**Client Matter: 24706-22**

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**In the Matter of Plan/Disclosure Statement/Confirmation**

For legal services rendered through March 31, 2020 (see attached Description of Legal Services for detail)	<u>\$ 485,268.50</u>
Total legal services rendered	\$ 485,268.50

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	1.30	340.00	442.00
Leif Buschmann	0.30	845.00	253.50
Chris Ceresa	5.60	610.00	3,416.00
Susan D. Golden	0.50	1,175.00	587.50
Stephen E. Hessler, P.C.	30.50	1,635.00	49,867.50
Heidi Hockberger	0.50	845.00	422.50
William A. Levy, P.C.	8.20	1,645.00	13,489.00
John R. Luze	80.90	1,085.00	87,776.50
Carrie Therese Oppenheim	4.80	445.00	2,136.00
Francis Petrie	130.00	845.00	109,850.00
Margaret Reiney	101.90	610.00	62,159.00
P. Paul Rezvani	2.50	1,135.00	2,837.50
Tommy Scheffer	105.50	740.00	78,070.00
Anthony Vincenzo Sexton	8.90	1,265.00	11,258.50
Trudy Smith	0.20	845.00	169.00
Nicholas Warther	3.50	975.00	3,412.50
Brad Weiland	42.70	1,345.00	57,431.50
Nancy Zambrana	2.00	845.00	1,690.00
<b>TOTALS</b>	<b>529.80</b>		<b>\$ 485,268.50</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	John R. Luze	9.80	Draft and revise restructuring support agreement (3.2); draft and revise plan term sheet (2.9); conference and correspond with Ropes, PW, and K&E team re same (1.7); review and analyze issues re same (1.2); coordinate execution and release of same (.8).
03/01/20	Francis Petrie	4.60	Review and revise documents re plan settlement (2.8); correspond with K&E team re same (1.8).
03/02/20	Stephen E. Hessler, P.C.	2.50	Telephone conference with K&E team re next steps (1.0); telephone conference and correspond with K&E team re milestones (1.0); telephone conference with K&E team re action items and PSA milestones (.5).
03/02/20	John R. Luze	4.90	Draft and revise PSA and plan term sheet (2.8); conference and correspond with K&E team, Ropes, PW, and Company re same (1.1); coordinate execution of same (.6); review and analyze issues re same (.4).
03/02/20	Carrie Therese Oppenheim	1.00	Prepare, finalize notice of filing plan support agreement (.6); electronic filing of same (.4).
03/02/20	Francis Petrie	6.80	Conference and correspond with K&E team re confirmation timelines and strategy (2.5); correspond with K&E team re filing of plan support agreement and related materials (1.5); correspond and telephone conferences with K&E team re same (2.5); telephone conference with S. Golden re chambers communications (.3).
03/02/20	Margaret Reiney	6.20	Review plan term sheet (.6); review and revise disclosure statement motion (2.4); review and revise chapter 11 plan (3.2).
03/02/20	Brad Weiland	2.90	Review and analyze PSA and plan materials (1.2); finalize PSA and file same (.9); correspond and conferences with K&E team re restructuring strategy (.8).



Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026817

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/20	Stephen E. Hessler, P.C.	4.00	Telephone conference with K&E team re work in process (.5); telephone conference and correspond re PSA (.5); telephone conference and correspond with K&E team re updated schedule (1.0); prepare for and participate in advisor update telephone conference (1.0); telephone conference and correspond with K&E team and Company re next steps (1.0).
03/03/20	John R. Luze	2.50	Review and analyze PSA and plan implementation issues (.9); review and analyze plan and disclosure statement (.7); review and analyze BCA issues (.4); conference and correspond with K&E team re same (.5).
03/03/20	Francis Petrie	6.10	Review and revise materials re confirmation (2.5); correspond with K&E team re updated plan, disclosure statement (.8); review and revise same (2.8).
03/03/20	Margaret Reiney	5.30	Revise disclosure statement (2.4); revise disclosure statement motion (1.8); revise chapter 11 plan (1.1).
03/03/20	Margaret Reiney	0.40	Draft timeline for plan confirmation.
03/03/20	Tommy Scheffer	6.20	Correspond with Company and K&E team re disclosure statement, disclosure statement motion, plan (.9); review and revise disclosure statement (1.6); review and revise disclosure statement motion (1.5); review and revise plan (2.2).
03/04/20	John R. Luze	3.80	Review and analyze PSA implementation issues (1.1); conference and correspond with K&E team re same (.6); review and revise plan and disclosure statement (1.3); conference and correspond with K&E team, Company re same (.8).
03/04/20	Francis Petrie	4.60	Review and revise plan (2.2); review and revise disclosure statement (1.7); telephone conference with K&E, PJT teams re valuation (.7).
03/04/20	Margaret Reiney	4.80	Revise chapter 11 plan (.7); office conference with F. Petrie re same (.2); revise disclosure statement (1.1); revise disclosure statement motion (.6); revise BCA motion (2.2).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050026817  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/20	P. Paul Rezvani	0.50	Review email correspondence re documentation timeline.
03/04/20	Tommy Scheffer	3.30	Review and revise BCA motion (2.7); correspond and telephone conferences with K&E team re same (.6).
03/04/20	Anthony Vincenzo Sexton	1.10	Conference with K&E team re status of deal documents (.3); review and revise same (.8).
03/04/20	Nicholas Warther	1.40	Revise settlement agreement and correspond with A. Sexton re same.
03/05/20	Chris Ceresa	5.60	Research on issue related to value in PSA (.8); correspond with K&E team including H. Hockberger re same (.2); research re legal issue raised in objection (1.6); draft materials re same (.3); review and analyze objections to 9019 motion (.4); draft materials re same (.4); correspond with K&E team including M. Reiney re issues with precedent (.3); research precedent for draft reply (.8); draft reply (.5); review and analyze orders re confidentiality provisions (.3).
03/05/20	William A. Levy, P.C.	1.80	Review draft settlement agreement, draft order.
03/05/20	John R. Luze	7.80	Draft and revise plan and disclosure statement (2.4); conference and correspond with K&E team, Company re same (1.2); review and analyze issues re same (1.4); review and analyze issues re BCA and BCA motion (1.2); conference and correspond with K&E team re same (.8); review and analyze disclosure statement and solicitation issues (.8).
03/05/20	Carrie Therese Oppenheim	0.60	Compile disclosure statement motion precedent (.1); draft declaration re BCA motion (.5).
03/05/20	Francis Petrie	5.20	Revise BCA materials (1.7); telephone conferences with Company, A&M team re disclosure statement exhibits (1.3); review disclaimer language in exhibits (.4); review and revise disclosure statement (1.8).
03/05/20	Margaret Reiney	3.30	Revise chapter 11 plan (.9); correspond with K&E team re same (.2); revise BCA declaration (1.8); review disclosure statement exhibit precedent (.4).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

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Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/20	P. Paul Rezvani	1.50	Review exit financing timeline (.4); attend telephone conference with Company and PJT re same (1.1).
03/05/20	Tommy Scheffer	0.50	Correspond with K&E team re disclosure statement, plan.
03/05/20	Anthony Vincenzo Sexton	0.20	Review and revise deal documents.
03/05/20	Brad Weiland	0.90	Review and analyze restructuring strategy (.5); correspond and telephone conferences with K&E team re same (.4).
03/06/20	Stephen E. Hessler, P.C.	2.00	Prepare for and participate in strategy telephone conference with K&E team, Company, PJT and A&M (1.0); telephone conference and correspond with K&E team and advisors re status update (1.0).
03/06/20	William A. Levy, P.C.	1.00	Review revised plan term sheet (.4); telephone conferences with A. Sexton, N. Warther, Ropes, PW re same (.6).
03/06/20	John R. Luze	3.80	Review and analyze PSA amendment issues (1.8); draft and revise documentation re same (.4); conference and correspond with Ropes, PW and K&E re same (.6); review and analyze plan and disclosure statement issues (.6); correspond with K&E team re same (.4).
03/06/20	Francis Petrie	2.60	Telephone conferences with PJT, Company re disclosure statement (1.3) review and revise materials re same (1.3).
03/06/20	Margaret Reiney	0.90	Revise BCA declaration (.3); correspond with T. Scheffer re same (.2); research re precedent disclosure statements (.4).
03/06/20	P. Paul Rezvani	0.50	Telephone conference with consenting creditor's advisors re PSA.
03/06/20	Tommy Scheffer	2.70	Review and revise declaration in support of BCA motion (2.1); correspond with K&E team re same (.6).
03/06/20	Anthony Vincenzo Sexton	0.20	Telephone conference with K&E team re disclosure statement.
03/06/20	Brad Weiland	1.10	Telephone conference with Company re restructuring strategy and next steps (.4); follow up re same (.7).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026817

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with PJT and K&E team re PSA amendment (.5); telephone conference and correspond with K&E team and Company re work in process and next steps (1.0).
03/07/20	Francis Petrie	6.70	Telephone conference with K&E team re PSA amendment (.6); review and revise materials re same (3.5); correspond with K&E team re same (.7); revise materials re management presentation (1.9).
03/07/20	Margaret Reiney	1.20	Draft plan support materials (.6); telephone conference with K&E team re plan support amendment (.6).
03/07/20	Tommy Scheffer	0.30	Correspond with K&E team re amended plan support agreement.
03/07/20	Brad Weiland	3.10	Review and analyze PSA amendment materials (.8); correspond and telephone conferences K&E team, Company, PJT re same (2.3).
03/08/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team, Company and PJT re PSA amendment (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
03/08/20	John R. Luze	3.50	Review and analyze PSA amendment (1.6); conference and correspond with K&E team and Company re same (.4); correspond with Ropes and PW re same (.6); draft and revise documentation re same (.9).
03/08/20	Francis Petrie	8.10	Review and revise materials re PSA Amendment (3.5); correspond with Company, K&E team re same (1.9); telephone conference with management re amendment process (.5); correspond and revise re final filing materials and press release (2.2).
03/08/20	Tommy Scheffer	0.40	Correspond with K&E team re plan and disclosure statement.
03/08/20	Anthony Vincenzo Sexton	0.70	Review and revise plan (.5); correspond with K&E team re same (.2).
03/08/20	Nicholas Warther	2.10	Review and revise tax portions of chapter 11 plan (1.8); correspond with A. Sexton re same (.3).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/20	Brad Weiland	1.50	Correspond with Company, K&E team re PSA amendment (.4); review and finalize documents re same (1.1).
03/09/20	Stephen E. Hessler, P.C.	2.00	Telephone conference and correspond with K&E team and Company re next steps.
03/09/20	John R. Luze	1.80	Review and analyze amended PSA issues (.7); review and analyze issues re BCA (.6); correspond with K&E team re same (.5).
03/09/20	Carrie Therese Oppenheim	0.40	Finalize, file notice of amendment to PSA.
03/09/20	Francis Petrie	3.80	Telephone conference with K&E team re BCA (.5); review and revise same, motion (2.9); review and revise related materials (.4).
03/09/20	Margaret Reiney	5.10	Revise chapter 11 plan (1.2); correspond with K&E team re same (.2); revise disclosure statement (.7); revise disclosure statement motion (.6); draft press release re plan support amendment (1.1); correspond with F. Petrie re same (.2); revise BCA and declaration (.8); correspond with T. Scheffer re same (.3).
03/09/20	Tommy Scheffer	3.80	Analyze revised plan support agreement (.9); correspond with K&E team re same, plan, disclosure statement (.5); review and revise BCA motion (1.1); review and revise plan (1.3).
03/09/20	Brad Weiland	2.00	Review and analyze PSA amendment and additional supporting lenders (.6); correspond with K&E team, Company re same (.5); review and analyze plan and disclosure statement (.9).
03/10/20	Anthony Abate	0.60	Compile and distribute BCA precedent.
03/10/20	Stephen E. Hessler, P.C.	2.00	Telephone conference and correspond with K&E team and Company re work in process.
03/10/20	John R. Luze	5.30	Review and revise BCA (1.8); conference and correspond with K&E team re same (.4); review and analyze motion re same (.6); correspond with K&E team re same (.3); review and revise plan and disclosure statement (.8); correspond with K&E team re same (.3); review and analyze implementation and confirmation timeline issues (1.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/20	Francis Petrie	10.10	Review and revise materials re amended PSA (1.3); draft and correspond re amended PSA press release and materials (1.1); review and revise draft plan and disclosure statement (3.0); review, analyze BCA (.5); review and revise amended term sheet, materials re same (1.4); conference and correspond with Company re plan and disclosure (2.8).
03/10/20	Margaret Reiney	2.30	Revise chapter 11 plan and disclosure statement (1.6); draft press release re PSA amendment (.7).
03/10/20	Tommy Scheffer	3.30	Correspond and telephone conferences with Company and K&E team re plan, disclosure statement (.6); revise disclosure statement (2.7).
03/10/20	Anthony Vincenzo Sexton	1.60	Correspond with K&E team re plan and disclosure statement (.2); review and revise deal documents (.6); review and revise disclosure statement (.8).
03/10/20	Brad Weiland	1.70	Correspond and follow-up with Company, other advisors, K&E team re PSA amendment.
03/11/20	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K&E team and Company re next steps.
03/11/20	John R. Luze	4.20	Draft and revise BCA and BCA approval motion (2.1); conference and correspond with K&E team re same (.8); review and analyze issues re same (.3); review and analyze confirmation and implementation timeline issues (.7); correspond with K&E team re same (.3).
03/11/20	Francis Petrie	6.80	Review and revise materials re amended PSA (1.5); draft and correspond re press release and materials re same (1.4); review, analyze BCA (1.1); review and revise amended motion, materials re same (2.8).
03/11/20	Margaret Reiney	3.50	Revise plan (1.2); draft plan revision chart (.6); revise disclosure statement (.7); review disclosure statement motion (.4); review BCA (.3); review BCA motion (.3).

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026817

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/20	Tommy Scheffer	4.90	Correspond and telephone conferences with Company and K&E team re plan, disclosure statement (.7); review and revise plan (1.1); correspond with Company and K&E team re BCA, BCA motion (.4); review and revise declaration in support of BCA motion (2.7).
03/11/20	Anthony Vincenzo Sexton	1.90	Correspond with K&E team re deal documents (.9); correspond with Company re same (.3); telephone conference with DPW and K&E team re deal documents (.7).
03/11/20	Brad Weiland	2.90	Review and analyze PSA amendment (.5); correspond with PJT, K&E team re status of same (.6); review and analyze plan and disclosure statement (1.6); correspond with K&E team re same (.2).
03/11/20	Nancy Zambrana	2.00	Review correspondence re lease (.7); attend telephone conference with Company re draft lease (1.3).
03/12/20	Stephen E. Hessler, P.C.	3.00	Telephone conference with K&E team and Company re document status update (.5); participate in telephone conference re BCA (1.0); telephone conference with K&E team and Company re status update (.5); telephone conference and correspond with K&E team re next steps (1.0).
03/12/20	William A. Levy, P.C.	2.00	Review revised settlement agreement (.4); review GCI materials (.6); review BCA (1.0).
03/12/20	Francis Petrie	6.70	Telephone conference with Company, K&E team re confirmation document status (.7); telephone conference with PJT, K&E teams re declarations (.7); conference and correspond with Company re BCA and related materials (3.5); review and revise same, related materials (1.8).
03/12/20	Margaret Reiney	8.00	Revise declaration in support of 9019 motion (1.1); review notice of settlement agreement (.1); review BCA (1.4); revise BCA motion (1.9); correspond with T. Scheffer re same (.6); draft signature pages for BCA (.6); correspond with F. Petrie re same (.2); draft summary re 9019 order provisions (.8); revise disclosure statement (1.3).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050026817  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/20	Tommy Scheffer	6.80	Correspond with PJT, K&E team re BCA motion (1.7); review and revise same (2.9); analyze BCA (1.6); correspond with K&E team re same (.6).
03/12/20	Anthony Vincenzo Sexton	2.10	Telephone conferences with DPW and Ropes re BCA (1.1); review and revise same (.3); correspond with PW and Ropes re same (.2); review and revise disclosure statement (.5).
03/13/20	Stephen E. Hessler, P.C.	3.00	Telephone conference with K&E team, Company, PJT and A&M re status update (.5); telephone conference with K&E team and Company re BCA (.5); telephone conference and correspond with K&E team re next steps (2.0).
03/13/20	William A. Levy, P.C.	2.20	Review revised settlement agreement.
03/13/20	John R. Luze	4.30	Review and analyze BCA and BCA motion (1.8); draft and revise same for filing (.6); correspond with K&E team re same (.4); review and analyze PSA amendment (1.2); correspond with PW and Ropes re same (.3).
03/13/20	Carrie Therese Oppenheim	1.60	Draft notice re amended PSA (.4); review, revise BCA motion (.6); research precedent re declarations in support (.6).
03/13/20	Francis Petrie	9.10	Review and revise BCA motion (3.8); correspond and conference with K&E team, Company re same (3.5); review materials re same (1.8).
03/13/20	Margaret Reiney	3.20	Review and revise BCA and BCA motion (.8); correspond with T. Scheffer re same (.3); research BCA declaration precedent (.4); revise BCA declaration (1.1); revise BCA for filing (.6).
03/13/20	Tommy Scheffer	1.70	Correspond with PJT, K&E teams re amended plan support agreement.
03/13/20	Brad Weiland	1.30	Telephone conference with K&E team re restructuring strategy (.8); review and analyze plan materials (.5).
03/14/20	Margaret Reiney	2.50	Revise disclosure statement (.9); correspond with T. Scheffer re same (.2); revise BCA declaration (1.1); correspond with K&E team re disclosure statement (.3).
03/14/20	Tommy Scheffer	1.80	Review and revise disclosure statement (1.3); correspond with K&E team re same (.5).



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/20	Anthony Vincenzo Sexton	0.50	Review and revise lease and other deal documentation.
03/15/20	Brad Weiland	1.80	Review and analyze plan materials, next steps (1.1); correspond and telephone conference with K&E re same (.7).
03/16/20	William A. Levy, P.C.	1.20	Review revised settlement agreement (.4); telephone conferences with DPW, A. Sexton re settlement agreement (.8).
03/16/20	John R. Luze	2.90	Review and revise amended plan support agreement (1.1); review and revise amended plan term sheet (.6); conference and correspond with parties re same (.7); review and revise plan and disclosure statement (.5).
03/16/20	Carrie Therese Oppenheim	0.30	Telephone conference with J. Luze, KCC, and A&M re noticing plan (.2); prepare notice of filing amended PSA (.1).
03/16/20	Francis Petrie	1.80	Correspond with Company, K&E team re disclosure statement and plan.
03/16/20	Tommy Scheffer	0.70	Correspond with PJT, K&E teams re amended PSA.
03/16/20	Trudy Smith	0.20	Correspond with H. Hockberger and T. Scheffer re plan and disclosure statement inquiry (.1); review correspondence from Fisher Boyle re contract counterparty and stipulation (.1).
03/16/20	Brad Weiland	2.30	Prepare and revise PSA amendment, press release re same (.8); review and analyze same (.7); correspond and telephone conference with K&E team, Company re same (.8).
03/17/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team and Company re next steps.
03/17/20	Francis Petrie	0.90	Correspond with PJT team re documentation timeline and BCA declaration.
03/17/20	Margaret Reiney	2.70	Revise BCA declaration (1.2); correspond with K&E team re same (.3); revise disclosure statement (.4); revise confirmation timeline (.6); correspond with PJT, K&E team re same (.2).
03/17/20	Brad Weiland	1.90	Correspond and telephone conferences with Company re PSA, plan process (.8); review and analyze plan documents (1.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team re strategy and scheduling (.5); telephone conference with K&E team and Company re next steps (.5).
03/18/20	John R. Luze	2.10	Review and analyze plan structure and implementation issues (1.2); conference and correspond with Company and K&E team re same (.5); review and revise plan and disclosure statement (.4).
03/18/20	Margaret Reiney	0.60	Correspond with K&E team re confirmation timeline (.4); revise same (.2).
03/18/20	Tommy Scheffer	1.70	Correspond and telephone conferences with K&E team re plan support agreement, plan term sheet.
03/18/20	Brad Weiland	2.20	Review and analyze plan and disclosure statement (1.1); review and analyze PSA milestones (.5); correspond and telephone conference with K&E team re same (.6).
03/19/20	John R. Luze	2.60	Review and analyze PSA issues (1.1); conference and correspond with K&E team re same (.3); draft and revise plan and disclosure statement (1.2).
03/19/20	Margaret Reiney	2.50	Research re plan confirmation timeline (1.2); research re disclosure statement motion language (1.3).
03/19/20	Tommy Scheffer	1.30	Correspond with K&E team re disclosure statement (.4); analyze precedent re same (.9).
03/20/20	Stephen E. Hessler, P.C.	1.00	Participate in telephone conference with K&E team, Company, PJT and A&M re strategy.
03/20/20	John R. Luze	1.70	Review and revise plan and disclosure statement (1.2); conference and correspond with advisors and K&E team re same (.5).
03/20/20	Margaret Reiney	5.60	Revise confirmation timeline (.8); correspond with K&E team re same (.4); revise disclosure statement (1.8); revise plan (.8); revise exclusivity motion (.9); revise disclosure statement motion (.9).
03/20/20	Tommy Scheffer	2.40	Correspond with Company and K&E team re plan, disclosure statement, disclosure statement motion, solicitation, and exclusivity motion (.5); review and revise plan (1.1); review and revise disclosure statement (.8).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/20	Brad Weiland	1.40	Review and analyze plan and disclosure statement and status re same (.5); review and analyze PSA milestones and potential extension (.5); correspond and telephone conferences with K&E team re same (.4).
03/21/20	Brad Weiland	1.10	Review and analyze plan documents and status re same.
03/22/20	John R. Luze	1.00	Review and revise plan and disclosure statement issues (.7); correspond with K&E team re same (.3).
03/22/20	Margaret Reiney	5.30	Revise third exclusivity motion (2.9); correspond with K&E team re same (.4); revise disclosure statement (1.1); revise plan (.9).
03/22/20	Tommy Scheffer	6.40	Review and revise exclusivity motion (2.1); correspond with K&E team re same (.4); review and revise plan (.9); correspond with Company and K&E team re same (1.0); review and revise disclosure statement (1.2); correspond with Company and K&E team re same (.8).
03/23/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team re documentation timeline (.5); telephone conference and correspond with K&E team and Company re status update (.5).
03/23/20	John R. Luze	3.30	Review and revise chapter 11 plan (1.3); review and revise disclosure statement (1.2); conference and correspond with K&E team re same (.8).
03/23/20	Francis Petrie	0.60	Correspond with K&E team re disclosure statement status.
03/23/20	Margaret Reiney	0.80	Revise chapter 11 plan.
03/23/20	Tommy Scheffer	3.00	Correspond with K&E team re plan, disclosure statement (.8); review and revise disclosure statement motion (1.8); correspond with K&E team re same (.4).
03/23/20	Brad Weiland	1.10	Review and revise plan and disclosure statement.
03/24/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re stats update and next steps.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/20	John R. Luze	2.70	Review and revise disclosure statement motion (.7); review and revise plan and disclosure statement (1.4); conference and correspond with K&E team re same (.6).
03/24/20	Francis Petrie	6.70	Review and revise disclosure statement motion (3.5); correspond with K&E team re same (.7); review motion to extend exclusivity (1.8); correspond with K&E team, creditors re same (.7).
03/24/20	Margaret Reiney	2.00	Review and revise chapter 11 plan (.9); review and revise disclosure statement (1.1).
03/24/20	Tommy Scheffer	7.00	Correspond with Company and DPW, Shearman, PW, Ropes, PJT, A&M, K&E teams re plan, disclosure statement (1.4); review and revise plan (2.5); review and revise disclosure statement (2.3); correspond with K&E team re exclusivity motion (.8).
03/24/20	Anthony Vincenzo Sexton	0.30	Review and revise plan and disclosure statement.
03/24/20	Brad Weiland	1.90	Review and revise plan materials and correspond with K&E team re same (1.5); correspond and telephone conferences with J. Luze, K&E team re same (.4).
03/25/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team, PJT and Company re updated plan and disclosure statement discussion (.5); telephone conference and correspond with K&E team and Company re status update (.5).
03/25/20	John R. Luze	3.30	Draft and revise third exclusivity motion (1.3); draft and revise plan, disclosure statement, and solicitation materials (1.1); conference and correspond with K&E team re same (.7); correspond with Company re same (.2).
03/25/20	Francis Petrie	5.70	Telephone conference with Company re disclosure statement (.5); review and revise disclosure statement motion and solicitation materials (2.2); correspond with K&E team re same (1.2); review and revise exclusivity motion (1.8).
03/25/20	Margaret Reiney	1.10	Telephone conference with K&E team and Company re plan and disclosure statement (.4); review and revise notes re same (.4); correspond with K&E team re same (.3).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050026817  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/20	Tommy Scheffer	3.70	Correspond and telephone conferences with Company and PJT, K&E teams re plan and disclosure statement (1.3); review same (.6); analyze open issues re same (1.1); correspond with K&E team re exclusivity motion (.7).
03/25/20	Brad Weiland	1.70	Correspond and telephone conference with Company re plan, disclosure statement, and comments re same (.8); review and analyze materials re same (.6); follow-up re same (.3).
03/26/20	John R. Luze	1.80	Draft and review disclosure statement motion and solicitation materials (1.1); review and analyze plan and disclosure statement issues (.4); correspond with K&E team re same (.3).
03/26/20	Francis Petrie	5.70	Review and revise disclosure statement motion and solicitation materials (3.5), correspond with K&E team re same (1.2); correspond with K&E team re motion to extend exclusivity (1.0).
03/26/20	Margaret Reiney	6.30	Revise chapter 11 plan (.6); revise confirmation documentation timeline (.3); revise disclosure statement (.7); research precedent re same (2.4); research precedent re plan exclusivity (2.3).
03/26/20	Tommy Scheffer	4.90	Correspond with Company, Ropes & Gray, PW, Shearman, PJT, K&E teams re plan and disclosure statement (.7); review and revise same (.9); correspond with K&E team re disclosure statement motion (.3); review and revise same (1.5); correspond with K&E team re exclusivity motion (.4); review and revise same (1.1).
03/26/20	Brad Weiland	1.30	Review and analyze plan, disclosure statement, and edits re same.
03/27/20	Anthony Abate	0.50	Review and revise third exclusivity motion.
03/27/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team, WIN, PJT and A&M re status update (1.0); telephone conference and correspond with K&E team re next steps (.5).
03/27/20	Heidi Hockberger	0.50	Telephone conference with K&E team, A&M, and Company re emergence.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/20	John R. Luze	2.70	Draft and revise plan, disclosure statement and solicitation materials (1.1); conference and correspond with PJT, Company, and K&E team re same (.9); review and analyze issues re same (.7).
03/27/20	Francis Petrie	4.80	Telephone conferences with K&E and A&M teams re liquidation analysis (.5), telephonically attend conference re emergence strategy (.5), telephone conferences with Company, K&E team re emergence planning (1.5); review and revise deal documents (2.1); correspond with K&E team re same (.2).
03/27/20	Margaret Reiney	4.80	Review plan comments (.4); revise disclosure (2.6); correspond with K&E team re same (.3); telephone conference with K&E team, A&M, and PJT (.6); compile disclosure statement exhibits (.5); revise disclosure statement exhibits (.4).
03/27/20	Tommy Scheffer	13.90	Correspond with K&E team re disclosure statement motion (.5); review and revise same (.6); correspond and telephone conferences with Company, Ropes, PW, Shearman, PJT, K&E teams re plan, disclosure statement (3.7); review and revise same (4.1); research re same (2.2); analyze precedent re same (2.8).
03/27/20	Anthony Vincenzo Sexton	0.30	Review and revise plan and disclosure statement.
03/27/20	Brad Weiland	1.10	Telephone conferences with Company re restructuring strategy and follow up re same.
03/28/20	John R. Luze	1.10	Conference and correspond with PJT, A&M, K&E team, and Company re plan and disclosure statement filing issues.
03/28/20	Francis Petrie	6.60	Revise and revise plan (2.3); review and revise disclosure statement and correspond with K&E team re same (2.5); conference and correspond with K&E team re 9019 and BCA declaration (1.2), review and revise same (.6).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/20	Margaret Reiney	5.90	Review and review plan (1.8); correspond with K&E team re same (.3); review and revise disclosure statement (1.6); correspond with K&E team re same (.2); revise disclosure statement motion (.9); review and revise combined disclosure statement and 9019 declaration (1.1).
03/28/20	Tommy Scheffer	5.50	Review and revise disclosure statement (2.4); correspond with K&E team re same (1.0); review plan (1.1); correspond with K&E team re same (1.0).
03/28/20	Brad Weiland	1.40	Review and analyze restructuring strategy items (.5); review and revise plan and disclosure statement (.5); correspond with Company re plan and disclosure statement (.4).
03/29/20	Francis Petrie	0.60	Correspond with PJT team re declarations.
03/29/20	Margaret Reiney	0.20	Correspond with K&E team, Shearman team re plan and disclosure statement.
03/29/20	Tommy Scheffer	2.60	Correspond with Shearman, K&E teams re plan and disclosure statement.
03/29/20	Brad Weiland	1.90	Review, prepare and revise plan and disclosure statement (.9); correspond with K&E team, Company re same (.7); follow up re same (.3).
03/30/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team re W&C correspondence (.5); telephone conference and correspond with K&E team re next steps (.5).
03/30/20	John R. Luze	1.70	Review and analyze issues re plan and disclosure statement (.4); draft and revise same (.6); conference and correspond with K&E team and Company re same (.7).
03/30/20	Carrie Therese Oppenheim	0.30	Review, analyze exclusivity extension motion.
03/30/20	Francis Petrie	6.50	Review and revise disclosure statement motion and solicitation materials (3.5); correspond with K&E team re same (1.2); correspond with K&E team re motion to extend exclusivity (1.8).

Legal Services for the Period Ending March 31, 2020

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Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/20	Margaret Reiney	9.80	Revise disclosure statement motion (1.9); correspond with K&E team re same (.3); revise plan documentation timeline (.2); revise chapter 11 plan (2.6); correspond with K&E team re same (.2); revise disclosure statement (2.7); correspond with K&E team re same (.2); revise exclusivity motion (.9); correspond with K&E team re same (.3); telephone conference with K&E team and Shearman team re plan (.5).
03/30/20	Margaret Reiney	0.50	Telephone conference with K&E team re emergence timeline.
03/30/20	Tommy Scheffer	9.70	Correspond with Ropes, PW, K&E teams re disclosure statement motion (1.3); review and revise same (2.0); correspond and telephone conference with K&E team re plan supplement, regulatory items re emergence (.9); correspond with Company, Ropes, PW, Shearman, K&E teams re plan, disclosure statement (1.9); review and revise same (3.6).
03/30/20	Brad Weiland	1.50	Review and analyze plan and disclosure statement (.8); revise per review and comments (.7).
03/31/20	Anthony Abate	0.20	Draft notice of disclosure statement hearing.
03/31/20	Leif Buschmann	0.30	Review and analyze materials re plan and confirmation timeline.
03/31/20	Susan D. Golden	0.50	Correspond and telephone conferences with F. Petrie and J. Luze re disclosure statement scheduling (.3); telephone conference with D. Li re same (.2).
03/31/20	John R. Luze	2.30	Review and revise third exclusivity motion (.6); review and revise plan and disclosure statement (1.1); conference and correspond with Company and K&E team re same (.6).
03/31/20	Carrie Therese Oppenheim	0.60	Review, finalize third exclusivity motion (.3); electronic filing of same (.2); correspond with KCC team re service (.1).
03/31/20	Francis Petrie	8.90	Review and revise motion to extend exclusivity (3.8); correspond with K&E team re filing of same (.3); review and revise emergence timeline (.5); review and revise plan, disclosure statement motion and solicitation materials (3.1), correspond with K&E team re same (1.2).



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026817

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/20	Margaret Reiney	7.10	Revise disclosure statement (2.1); revise chapter 11 plan (2.5); revise disclosure statement motion (.9); correspond with K&E team re same (.6); revise documentation timeline (.6); revise disclosure statement hearing notice (.2); correspond with K&E team re same (.2).
03/31/20	Tommy Scheffer	7.00	Correspond with K&E team re disclosure statement hearing (.3); correspond and telephone conferences with Company and Shearman, K&E teams re plan (.7); review and revise same (1.4); correspond and telephone conferences with Company and Shearman, K&E teams re disclosure statement (.6); review and revise same (1.0); correspond and telephone conferences with Company and Shearman, K&E teams re disclosure statement motion (.4); review and revise same (1.2); correspond and telephone conferences with K&E team re third exclusivity motion (.5); review and revise same (.9).
03/31/20	Brad Weiland	2.70	Telephone conference with K. Moody re plan filing (.4); review and analyze materials for filing with plan, disclosure statement, disclosure statement motion (1.7); correspond and telephone conferences with J. Luze and K&E team re same (.6).
<b>Total</b>		<b>529.80</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026818**  
**Client Matter: 24706-23**

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## In the Matter of Regulatory Matters

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 15,779.00

Total legal services rendered

\$ 15,779.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050026818  
 Matter Number: 24706-23

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Shawn B. Cooley	3.30	1,165.00	3,844.50
Jeremy A. Iloulian	0.50	740.00	370.00
Kelsey Marie Laugel	6.70	835.00	5,594.50
John R. Luze	0.70	1,085.00	759.50
Carrie Therese Oppenheim	0.40	445.00	178.00
Francis Petrie	0.50	845.00	422.50
P. Paul Rezvani	0.50	1,135.00	567.50
Kurt J. Wunderlich	4.90	825.00	4,042.50
<b>TOTALS</b>	<b>17.50</b>		<b>\$ 15,779.00</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050026818  
 Matter Number: 24706-23

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/20	Shawn B. Cooley	0.20	Conduct CFIUS due diligence.
03/03/20	Jeremy A. Iloulian	0.10	Conduct CFIUS analysis.
03/03/20	P. Paul Rezvani	0.50	Participate in telephone conference with PJT and K&E team re ratings agency timeline.
03/03/20	Kurt J. Wunderlich	0.20	Analyze Hart-Scott-Rodino filing (.1); participate in telephone conference with S. Toth re same (.1).
03/04/20	Shawn B. Cooley	0.20	Conduct CFIUS due diligence.
03/04/20	Jeremy A. Iloulian	0.10	Conduct CFIUS analysis.
03/04/20	Carrie Therese Oppenheim	0.40	Research precedent re regulatory procedures motions.
03/05/20	Kelsey Marie Laugel	1.00	Participate in telephone conference with Company re Hart-Scott-Rodino filing.
03/05/20	Francis Petrie	0.50	Participate in telephone conference with Company re regulatory considerations.
03/05/20	Kurt J. Wunderlich	0.50	Participate in telephone conference with K. Moody re Hart-Scott-Rodino filing (.3); telephone conference with S. Toth re same (.2).
03/06/20	Kelsey Marie Laugel	0.50	Participate in telephone conference with DPW, K&E teams re Hart-Scott-Rodino filing.
03/06/20	Kurt J. Wunderlich	1.00	Participate in telephone conference with M. Marks re Hart-Scott-Rodino filing (.4); Prepare Hart-Scott-Rodino filing (.6).
03/09/20	Kurt J. Wunderlich	0.50	Conference with K. Laugel re Hart-Scott-Rodino filing.
03/10/20	Kelsey Marie Laugel	2.50	Draft Hart-Scott-Rodino filing form (1.7); conference with K. Wunderlich re same (.3); correspond with Company re same (.5).
03/10/20	Kurt J. Wunderlich	1.00	Conference with K. Laugel re Hart-Scott-Rodino filing.
03/11/20	Kelsey Marie Laugel	1.50	Correspond and participate in telephone conferences with Company, and DPW, and K&E teams re Hart-Scott-Rodino filing (.7); edit review and revise Hart-Scott-Rodino filing form (.8).
03/11/20	Kurt J. Wunderlich	1.00	Conference with K. Laugel re Hart-Scott-Rodino filing.

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050026818  
 Matter Number: 24706-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/20	Shawn B. Cooley	0.70	Conduct CFIUS due diligence.
03/12/20	Jeremy A. Iloulian	0.10	Analyze CFIUS comments.
03/12/20	Kelsey Marie Laugel	0.50	Correspond with DPW team re Hart-Scott-Rodino filing.
03/12/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing (.2); prepare Hart-Scott-Rodino filing (.3).
03/13/20	Shawn B. Cooley	0.50	Conduct CFIUS due diligence.
03/13/20	Jeremy A. Iloulian	0.20	Correspond with S. Cooley re SPA edits.
03/16/20	Shawn B. Cooley	0.50	Conduct CFIUS due diligence.
03/16/20	John R. Luze	0.70	Correspond with DWT re regulatory issues.
03/17/20	Kurt J. Wunderlich	0.10	Correspond with K. Laugel re Hart-Scott-Rodino filing.
03/18/20	Kelsey Marie Laugel	0.20	Correspond with DPW team re Hart-Scott-Rodino filing status.
03/20/20	Kelsey Marie Laugel	0.50	Correspond with Company, DPW, K&E teams re Hart-Scott-Rodino filing.
03/20/20	Kurt J. Wunderlich	0.10	Participate in telephone conference with K. Laugel re Hart-Scott-Rodino filing.
03/31/20	Shawn B. Cooley	1.20	Conduct CFIUS due diligence.
<b>Total</b>		<b>17.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026819**

**Client Matter: 24706-24**

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**In the Matter of K&E Retention and Fee Matters**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 34,679.50

Total legal services rendered

\$ 34,679.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 K&E Retention and Fee Matters

Invoice Number: 1050026819  
 Matter Number: 24706-24

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	4.40	340.00	1,496.00
Heidi Hockberger	4.20	845.00	3,549.00
Hannah Kupsky	0.50	340.00	170.00
John R. Luze	3.10	1,085.00	3,363.50
Carrie Therese Oppenheim	1.50	445.00	667.50
Francis Petrie	5.90	845.00	4,985.50
Margaret Reiney	7.40	610.00	4,514.00
Tommy Scheffer	6.80	740.00	5,032.00
Trudy Smith	9.40	845.00	7,943.00
Brad Weiland	2.20	1,345.00	2,959.00
<b>TOTALS</b>	<b>45.40</b>		<b>\$ 34,679.50</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026819

Windstream Holdings, Inc.

Matter Number:

24706-24

K&amp;E Retention and Fee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Trudy Smith	4.50	Review and analyze conflicts reports (3.9); review and analyze tracker re same (.6).
03/02/20	Tommy Scheffer	0.40	Correspond and participate in telephone conferences with K&E team re interim fee application.
03/02/20	Trudy Smith	2.10	Review and revise supplemental declaration (.7); correspond with E. Flynn re same (.3); review and analyze conflict reports (.9); correspond with K&E team re same (.2).
03/04/20	Tommy Scheffer	0.30	Review and revise fee estimate report (.2); correspond with Company and A&M, K&E teams re same (.1).
03/05/20	Anthony Abate	1.00	Prepare, revise, file, and serve tenth monthly fee statement.
03/05/20	Carrie Therese Oppenheim	0.30	Revise December monthly fee statement.
03/05/20	Francis Petrie	0.60	Correspond with K&E team re finalizing fee statement.
03/07/20	Hannah Kupsky	0.50	Prepare shell of Interim fee application.
03/11/20	Margaret Reiney	0.90	Draft weekly fee estimate (.6); correspond with T. Scheffer re same (.3).
03/11/20	Tommy Scheffer	0.80	Correspond with Company and A&M, K&E teams re fee report (.5); review and revise same (.3).
03/18/20	Carrie Therese Oppenheim	0.30	Draft template re K&E February monthly fee statement.
03/18/20	Tommy Scheffer	0.70	Correspond with Company and A&M, K&E teams re fee estimate report (.3); review and revise same (.4).
03/18/20	Trudy Smith	0.10	Correspond with K&E team re fourth supplemental declaration.
03/18/20	Brad Weiland	0.80	Review and analyze retention materials (.4); correspond with K&E team re same (.4).
03/19/20	Francis Petrie	2.30	Review and revise fee statement re US Trustee guidelines, privilege.
03/19/20	Margaret Reiney	1.90	Review and revise third interim fee application (1.8); correspond with T. Scheffer re same (.1).



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026819

Windstream Holdings, Inc.

Matter Number:

24706-24

K&amp;E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/20	Trudy Smith	0.70	Participate in telephone conference with K&E team re schedules to declaration (.4); review same (.2); correspond with K&E team re supplemental declaration (.1).
03/20/20	Heidi Hockberger	2.70	Revise K&E invoices re confidentiality and compliance with U.S. Trustee guidelines.
03/20/20	Trudy Smith	0.10	Correspond with K&E team re supplemental declaration.
03/21/20	Heidi Hockberger	1.50	Revise K&E invoices re confidentiality and compliance with U.S. Trustee guidelines.
03/21/20	Trudy Smith	1.60	Correspond with K&E team re supplemental declaration (.3); review prior declarations (.6); revise fourth supplemental declaration re comments received (.4); review conflicts materials re same (.3).
03/22/20	John R. Luze	2.20	Review and analyze monthly fee statement for privilege and U.S. Trustee guideline compliance.
03/22/20	Francis Petrie	2.20	Review and revise fee statement.
03/22/20	Trudy Smith	0.30	Prepare filing version of fourth supplemental declaration (.2); correspond with C. Oppenheim and J. Luze re same (.1).
03/23/20	John R. Luze	0.90	Review and revise fee statement for privilege and U.S. Trustee guideline compliance.
03/23/20	Carrie Therese Oppenheim	0.40	Review, file fourth supplemental Hessler declaration.
03/25/20	Margaret Reiney	1.80	Revise K&E weekly fee estimate (.7); correspond with T. Scheffer re same (.3); revise third interim fee application (.8).
03/25/20	Tommy Scheffer	0.80	Correspond with Company and A&M, K&E teams re fee estimate report (.4); review and revise same (.4).
03/26/20	Margaret Reiney	2.80	Review and revise third interim fee application.
03/26/20	Tommy Scheffer	3.50	Review and revise interim fee application (2.9); correspond with K&E team re same (.6).
03/26/20	Brad Weiland	0.70	Review and analyze fee application materials.
03/27/20	Anthony Abate	1.70	Review and revise 11th monthly fee statement (1.2); review and revise 12th monthly fee statement (.5).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026819

Windstream Holdings, Inc.

Matter Number:

24706-24

K&E Retention and Fee Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/20	Anthony Abate	0.50	Review and revise January 2020 monthly fee statement (.3); prepare and file re same (.2).
03/30/20	Carrie Therese Oppenheim	0.20	Finalize K&E January fee statement for filing.
03/30/20	Francis Petrie	0.80	Review and prepare fee statement.
03/30/20	Tommy Scheffer	0.30	Correspond with A&M, K&E teams re fee estimate report.
03/31/20	Anthony Abate	1.20	Review and revise February 2020 monthly fee statement.
03/31/20	Carrie Therese Oppenheim	0.30	Review, revise February monthly fee statement.
03/31/20	Brad Weiland	0.70	Review and analyze materials re fee applications.
<b>Total</b>		<b>45.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026820**  
**Client Matter: 24706-25**

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**In the Matter of Non-K&E Retention and Fee Matters**

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 1,505.00

Total legal services rendered

\$ 1,505.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Non-K&E Retention and Fee Matters

Invoice Number: 1050026820  
 Matter Number: 24706-25

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.40	340.00	136.00
Carrie Therese Oppenheim	0.20	445.00	89.00
Andrew Polansky	0.40	740.00	296.00
Margaret Reiney	0.40	610.00	244.00
Tommy Scheffer	1.00	740.00	740.00
<b>TOTALS</b>	<b>2.40</b>		<b>\$ 1,505.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026820

Windstream Holdings, Inc.

Matter Number:

24706-25

Non-K&amp;E Retention and Fee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/16/20	Andrew Polansky	0.40	Review, analyze non-K&E invoices re privilege, confidentiality, U.S. Trustee guidelines (.3); correspond with K&E team re same (.1).
03/16/20	Tommy Scheffer	0.40	Correspond with K&E team re SolomonEdwards monthly fee statement.
03/17/20	Anthony Abate	0.20	Prepare, file, and serve declaration of disinterestedness.
03/17/20	Margaret Reiney	0.40	Review declaration of disinterestedness (.3); correspond with K&E team re same (.1).
03/18/20	Carrie Therese Oppenheim	0.20	Review, file A&M January monthly fee statement.
03/24/20	Tommy Scheffer	0.30	Correspond with A&M team re interim fee hearing.
03/25/20	Tommy Scheffer	0.30	Correspond with PJT team re interim fee application deadline.
03/31/20	Anthony Abate	0.20	Prepare and file ninth monthly SolomonEdwards fee statement.
<b>Total</b>		<b>2.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026821**  
**Client Matter: 24706-27**

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## In the Matter of Tax Matters

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 220,964.50

Total legal services rendered

\$ 220,964.50

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Marc Kieselstein, P.C.	2.30	1,635.00	3,760.50
William A. Levy, P.C.	52.30	1,645.00	86,033.50
Francis Petrie	2.40	845.00	2,028.00
Tommy Scheffer	5.60	740.00	4,144.00
Anthony Vincenzo Sexton	43.00	1,265.00	54,395.00
Ravi Subramanian Shankar	0.70	1,075.00	752.50
Nicholas Warther	66.40	975.00	64,740.00
Brad Weiland	3.80	1,345.00	5,111.00
<b>TOTALS</b>	<b>176.50</b>		<b>\$ 220,964.50</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/02/20	William A. Levy, P.C.	3.50	Review asset sale agreement re tax issues (1.3); review settlement agreement re same (1.4); review IRS PLR considerations (.8).
03/02/20	Anthony Vincenzo Sexton	2.10	Correspond with K&E team re deal status and related issues (.7); review and analyze tax modeling materials (.9); telephone conference with K&E team, creditor counsel re PSA and term sheet (.3); review deal documentation (.2).
03/02/20	Nicholas Warther	1.50	Review and revise tax portions of asset purchase agreement (1.3); correspond with A. Sexton and K&E team re same (.2).
03/03/20	Marc Kieselstein, P.C.	1.30	Review issues around lease opinion re Uniti arrangement.
03/03/20	Anthony Vincenzo Sexton	2.40	Telephone conference with K&E team re deal status (.5); telephone conference with KPMG and Company re deal status (.8); review and analyze deal materials (.7); correspond with K&E team re accounting issues (.4).
03/04/20	William A. Levy, P.C.	3.00	Conference with A. Sexton, N. Warther re status (.3); review revised draft settlement agreement (1.6); review revised asset purchase agreement (.6); weekly telephone conference with KPMG, K&E team, Company re tax modeling (.5).
03/04/20	Anthony Vincenzo Sexton	1.70	Telephone conference with Company and KPMG re tax modeling and related issues (.6); correspond with K&E team re same (.2); telephone conference with IRS re PLR (.7); correspond with creditors re tax structuring (.2).
03/04/20	Nicholas Warther	3.40	Telephone conference with Company, K&E team, and KPMG re tax modeling (.6); review outstanding documentation and correspond with K&E team re same (.9); compile document and tax task tracker (.7); review and revise tax portions of BCA and correspond with A. Sexton re the same (1.2).
03/05/20	William A. Levy, P.C.	2.70	Review BCA (2.1); telephone conferences with A. Sexton, Company re appraiser considerations (.6).



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/20	Francis Petrie	1.10	Correspond with K&E team re structuring considerations (.3); review materials re same (.8).
03/05/20	Anthony Vincenzo Sexton	1.70	Telephone conference with K&E team and Company re appraisal (.5); correspond with K&E team and Company re same (.6); review and analyze tax modeling materials (.6).
03/05/20	Nicholas Warther	0.80	Review and analyze KPMG tax modeling for transaction.
03/05/20	Brad Weiland	0.90	Correspond with K&E team re tax items.
03/06/20	William A. Levy, P.C.	0.50	Review tax work streams.
03/06/20	Anthony Vincenzo Sexton	2.60	Review and analyze deal documents and tax modeling materials (.6); telephone conference with creditors re tax structuring (.6); draft supplemental IRS submission (1.1); correspond with K&E team re same (.3).
03/06/20	Nicholas Warther	4.40	Telephone conference with K&E team, creditor counsel re tax modeling, next steps and documentation (.5); telephone conference with K&E team, creditor tax counsel re tax modeling and structuring (1.0); review and revise tax portions of settlement agreement and 9019 motion (1.1); compile list of tax tasks and documentation and correspond with K&E team re same (1.3); correspond with A. Sexton re documentation and next steps (.5).
03/07/20	Anthony Vincenzo Sexton	0.40	Correspond with K&E team re deal document tax issues.
03/07/20	Nicholas Warther	2.40	Review and revise A. Sexton draft of supplemental submission to IRS (1.3); review and revise tax portions of plan (1.1).
03/08/20	Anthony Vincenzo Sexton	0.60	Correspond with K&E team re deal document tax issues.
03/08/20	Nicholas Warther	5.70	Draft tax disclosures for disclosure statement.
03/09/20	William A. Levy, P.C.	3.50	Analyze true lease considerations re tax issues (1.4); telephone conferences with A. Sexton, Company re same (1.6); review revised settlement agreement (.5).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/20	Anthony Vincenzo Sexton	3.10	Review and revise IRS submission (.7); review and analyze tax modeling materials and related information (.3); correspond with PJT re same (.5); telephone conferences with Company re lease and accounting issues (.8); correspond with K&E team re same (.8).
03/09/20	Ravi Subramanian Shankar	0.40	Revise draft letter to IRS and correspond with K&E team re same.
03/09/20	Nicholas Warther	0.40	Telephone conference with K&E team, Company re terms of leases and next steps.
03/10/20	William A. Levy, P.C.	3.00	Analyze true lease considerations (1.5); review revised lease (.8); review revised asset purchase agreement (.7).
03/10/20	Tommy Scheffer	2.70	Correspond and telephone conferences with Pennsylvania Department of Environmental Protection, A. Nazar and KCC, A&M, K&E teams re potential sale or assignment of assets (1.4); analyze settlement agreement, assumption and rejection procedures order re same (1.3).
03/10/20	Anthony Vincenzo Sexton	3.00	Telephone conference with DPW re lease issues (2.0); correspond with K&E team and Company re same (.6); draft structure explanation materials for regulators (.4).
03/10/20	Nicholas Warther	1.00	Review and revise list of tax documents and tasks outstanding (.5); correspond with K&E team re BCA (.3); correspond with A. Sexton re miscellaneous matters (.2).
03/11/20	William A. Levy, P.C.	5.00	Telephone conferences with A. Sexton (1.1);, telephone conference with GT re appraisal (.6); telephone conference with A. Sexton, DPW re lease considerations (1.0); telephone conference with K&E team re lease revisions (.5); telephone conference with A. Sexton, Company, KPMG re tax matters status (.5); telephone conference with A. Sexton, Company re lease considerations (1.3).
03/11/20	Anthony Vincenzo Sexton	2.30	Telephone conference with K&E team, KPMG, and Company re status of tax matters (.5); telephone conference with K&E team and Company re lease (1.0); telephone conference with DPW re lease and related document tax issues (.8).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/20	Nicholas Warther	1.80	Telephone conference with DPW and K&E team re terms of lease (.7); review and revise tax portions of disclosure statement (.3); telephone conference with Company and K&E team re terms of lease (.4); correspond with K&E team re drafts of various documentation and next steps (.4).
03/12/20	Tommy Scheffer	2.20	Correspond and telephone conferences with Company and Polsinelli, KCC, A&M, K&E teams re contract assignment noticing (1.6); analyze settlement order re same (.6).
03/12/20	Anthony Vincenzo Sexton	1.10	Correspond with Company re lease issues and REIT testing (.2); correspond with DPW re same (.2); review and revise PLR submission (.2); correspond with PJT and K&E team re accounting issues (.2); correspond with K&E team re entity simplification and related issues (.1); review materials re same (.2).
03/12/20	Nicholas Warther	2.90	Review and revise tax portions of disclosure statement and correspond with A. Sexton re same (1.3); review and revise tax portions of equity BCA (1.0); telephone conference with Ropes, PW re same (.2); review and revise tax portions of settlement agreement and correspond with A. Sexton re same (.4).
03/13/20	William A. Levy, P.C.	0.50	Review revised lease re tax issues.
03/13/20	Anthony Vincenzo Sexton	1.70	Telephone conference with Company re appraisal issues (.3); correspond with Company and DPW re tax analysis of lease issues (1.0); review and revise lease (.4).
03/13/20	Brad Weiland	0.50	Correspond with K&E team re tax items.
03/15/20	William A. Levy, P.C.	3.40	Review revised lease (1.1); review issues list (.7); telephone conferences with A. Sexton (.4); prepare for all-hands lease telephone conference (.7); participate in all-hands lease telephone conference (.5).
03/15/20	Anthony Vincenzo Sexton	0.40	Telephone conference with K&E team and Company re lease.
03/15/20	Nicholas Warther	0.80	Review revised lease agreement and correspond with A. Sexton and W. Levy re same.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/20	William A. Levy, P.C.	1.60	Prepare for telephone conferences with K&E team, Company re appraisal matters (.8); telephone conferences with Company, GT re appraisal matters (.8).
03/16/20	Anthony Vincenzo Sexton	2.50	Correspond with K&E team and backstop counsel re deal status and PLR submission (.5); telephone conference with KPMG, GT, and Company re appraisal (.7); review materials re same (.2); telephone conference with DPW re lease issues (.7); correspond with Company re tax claim issues (.2); telephone conference with Company re GT issues (.1); correspond with Company re same (.1).
03/16/20	Nicholas Warther	0.90	Telephone conference with DPW re open items in lease discussions.
03/17/20	William A. Levy, P.C.	2.40	Review lease provisions (1.3); review asset purchase agreement ownership provisions (.3); telephone conference with A. Sexton re appraisal (.2); review PLR submission materials (.6).
03/17/20	Tommy Scheffer	0.70	Correspond with A. Nazaar and K&E team re IRU contracts.
03/17/20	Anthony Vincenzo Sexton	1.90	Telephone conference with K&E team re appraisal (.2); correspond with K&E team re same (.5); review asset purchase agreement (.3); correspond with K&E team re same (.1); review and revise lease agreement (.5); telephone conference with Company re accounting issues (.3).
03/17/20	Nicholas Warther	4.50	Review and revise tax portions of asset purchase agreement and correspond with A. Sexton re same (1.8); review and compile list of tax documents and tasks outstanding (.4); correspond with A. Sexton, Company re processing of tax claims (1.1); review and revise tax portions of settlement agreement (.7); correspond with K&E team re appraisal for true lease opinion (.5).
03/17/20	Nicholas Warther	0.50	Review and revise tax portions of disclosure statement.

Legal Services for the Period Ending March 31, 2020

Invoice Number: 1050026821

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/20	William A. Levy, P.C.	3.30	Telephone conference with GT re appraisal matters (1.0); weekly telephone conference with Company, KPMG, A. Sexton re tax modeling (.8); review lease revisions (.4); review asset purchase agreement revisions (.7); review revised settlement agreement (.4).
03/18/20	Francis Petrie	0.30	Correspond with K&E team re public disclosures, rights offering.
03/18/20	Anthony Vincenzo Sexton	1.80	Telephone conference with KPMG and Company re tax modeling and status of analysis (.7); correspond with K&E team re lease and other document issues (.4); correspond with Company and K&E team re claim issues (.2); review and revise supplemental IRS submission (.5).
03/18/20	Nicholas Warther	6.80	Review and revise tax portions of governance term sheet (.5); telephone conference with Company, K&E team, and KPMG re tax modeling and status (.7); telephone conference with GT and W. Levy re appraisal work (.8); review and revise update to IRS re settlements and plan terms (2.2); correspond with A. Sexton and K&E team re same (.6); review and revise tax document and task tracker (.4); compile documents and information needed for update to IRS re settlements and plan terms (.8); correspond with K&E team and Company re resolution of tax claims (.8).
03/19/20	Marc Kieselstein, P.C.	1.00	Telephone conference with K&E team re appraisal work for true lease opinion.
03/19/20	William A. Levy, P.C.	2.10	Review updated recovery analysis (.4); telephone conferences with A. Sexton, Company re appraisal engagement (.5); review draft GT engagement letter (1.2).
03/19/20	Francis Petrie	0.20	Correspond with K&E team re tax disclosures.
03/19/20	Anthony Vincenzo Sexton	1.50	Telephone conference with Company re appraisal issues (.4); correspond with K&E team re same (.5); correspond with Company and K&E team re claim resolution issues (.3); review and revise PLR submission (.2); correspond with K&E team re entity simplification issues (.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/20	Nicholas Warther	2.00	Correspond with W. Levy and A. Sexton re timing of opinions (.2); review Grant Thornton engagement letter and correspond with K&E team re same (.4); compile materials for PLR update submission and correspond with Company and A. Sexton re same (1.4).
03/20/20	William A. Levy, P.C.	0.80	Review proposed GT statements of work.
03/20/20	Francis Petrie	0.80	Correspond with K&E team, Company re corporate structure considerations (.5); review materials re same (.3).
03/20/20	Anthony Vincenzo Sexton	0.30	Correspond with Company and K&E team re tax claim resolution issues.
03/20/20	Nicholas Warther	2.00	Review and revise tax portions of asset purchase agreement and correspond with A. Sexton re same (1.0); correspond with Company re payment of pre-petition tax claims (.7); correspond with K&E team re structuring of transaction (.3).
03/21/20	William A. Levy, P.C.	1.70	Review GT statements of work (1.1); telephone conferences with A. Sexton, N. Warther re same (.6).
03/21/20	Nicholas Warther	1.30	Telephone conference with W. Levy and A. Sexton re engagement for appraisal (.5); review and analyze lease and implications for same (.8).
03/22/20	Anthony Vincenzo Sexton	0.20	Correspond with K&E team re appraisal issues.
03/22/20	Nicholas Warther	0.50	Review and analyze GT statement of work and correspond with K&E team re same.
03/23/20	Ravi Subramanian Shankar	0.30	Revise and comment on tax materials re settlement.
03/23/20	Nicholas Warther	0.30	Correspond with A. Sexton re asset purchase agreement comments.
03/23/20	Brad Weiland	0.50	Review and correspond with K&E team re tax items.
03/24/20	William A. Levy, P.C.	2.50	Review attribute reduction analysis, cash tax income analysis (1.2); telephone conference with Company, KPMG (.5); telephone conference with Company, KPMG, PJT re model (.8).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/20	Anthony Vincenzo Sexton	1.50	Telephone conference with Company and KPMG re tax issues and modeling (.7); review materials re same (.4); correspond with Company and K&E team re tax claims (.2); correspond with K&E team re structuring issues (.2).
03/24/20	Nicholas Warther	1.90	Telephone conference with Company, PJT, KPMG, and K&E team re restructuring modeling (.7); correspond with K&E team re tax planning for ELAs (.3); review and revise tax portions of plan and correspond with K&E team re same (.9).
03/25/20	William A. Levy, P.C.	2.30	Telephone conference with KPMG, A. Sexton, Company (.8); review plan (1.2); review revised GT statement of work (.3).
03/25/20	Anthony Vincenzo Sexton	2.10	Telephone conference with KPMG and Company re tax modeling and tax status (1.0); review materials re same (.3); review GT engagement letter and associated issues (.5); address tax claim issues (.3).
03/25/20	Nicholas Warther	3.60	Telephone conference with Company, K&E team, and KPMG for weekly tax status telephone conference (1.0); review and revise tax document and task tracker (.8); correspond with K&E team and KPMG re lease treatment (.3); correspond with K&E team re treatment of amended claim (.7); correspond with A. Sexton re PSA obligations (.8).
03/25/20	Brad Weiland	0.70	Review and analyze tax items (.3); correspond with Company, K&E team re same (.4).
03/26/20	Anthony Vincenzo Sexton	0.40	Correspond with Company and K&E team re appraisal issues.
03/26/20	Anthony Vincenzo Sexton	0.40	Review and revise plan and disclosure statement.
03/26/20	Nicholas Warther	3.60	Review and revise tax portions of IRU agreement (.5); correspond with C. Robinson and A. Sexton re resolution of tax claims (.8); review and revise tax portions of plan and correspond with A. Sexton re same (1.2); review and revise tax portions of disclosure statement and correspond with A. Sexton re same (1.1).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/20	William A. Levy, P.C.	2.20	Review IRU, revised lease, equipment loan agreement.
03/27/20	Nicholas Warther	3.40	Correspond with A. Sexton and W. Levy re same (1.9); review and revise tax portions of IRU agreement (1.5).
03/28/20	William A. Levy, P.C.	1.40	Review revised lease.
03/28/20	Anthony Vincenzo Sexton	0.60	Review and revise lease documentation.
03/28/20	Nicholas Warther	1.10	Review and revise tax portions of equipment loan agreement (.8); compile list of issues for A. Sexton and B. Levy (.3).
03/29/20	William A. Levy, P.C.	2.10	Telephone conference with K&E, Company re lease revisions (1.0); review lease revisions and issues list (1.1).
03/29/20	Anthony Vincenzo Sexton	2.70	Correspond with K&E team re lease analysis issues (1.1); telephone conference with K&E team and Company re lease tax issues (1.0); review and analyze deal documents (.6).
03/29/20	Nicholas Warther	2.80	Compile list of issues for drafts of leases, equipment loan agreement (.8); telephone conference with Windstream, K&E team re same (1.0); review and revise tax portions of equipment loan agreement (.7); correspond with K&E team re same (.3).
03/29/20	Brad Weiland	0.40	Correspond with A. Sexton and team re tax items.
03/30/20	William A. Levy, P.C.	1.90	Telephone conference with A. Sexton, N. Warther, GT re appraisal (1.0); review exhibit summary (.3); review lease revisions (.6).
03/30/20	Anthony Vincenzo Sexton	2.10	Telephone conference with GT, Company and K&E team re appraisal (.8); correspond with Company re lease issues (.5); review and analyze documentation (.3); address MA claim issues (.5).
03/30/20	Nicholas Warther	2.70	Correspond with A. Sexton and B. Levy re open points on lease, IRU, and equipment loan (.6); telephone conference with GT re valuation process (1.0); correspond with K&E team re indemnity in IRU agreement and other points (.6); correspond with K&E team and Windstream re resolution of tax claims (.5).



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026821

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/20	William A. Levy, P.C.	2.90	Review taxable income analysis (1.2); prepare for telephone conference with DPW (.3); telephone conference with DPW (.7); review intercompany balance information (.7).
03/31/20	Anthony Vincenzo Sexton	1.90	Telephone conference with DPW re lease issues (.5); correspond with Company and K&E team re same (.6); review materials re same (.4); review and revise plan and disclosure statement (.2); review asset purchase agreement and IRU agreement (.2).
03/31/20	Nicholas Warther	3.40	Telephone conference with DPW and K&E team re issues on lease (1.2); review and analyze KPMG taxable income projections (1.0); correspond with A. Sexton and B. Levy re lease rent determination (.5); research and review tax law re resolution of tax claims (.7).
03/31/20	Brad Weiland	0.80	Review and analyze tax items and potential approach re same.
<b>Total</b>		<b>176.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026822**  
**Client Matter: 24706-28**

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## In the Matter of Travel

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 22,895.50

Total legal services rendered

\$ 22,895.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Travel

Invoice Number: 1050026822  
 Matter Number: 24706-28

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Carolyn E. Brown	2.70	610.00	1,647.00
Joel DePalma	5.10	395.00	2,014.50
Uzo Dike	2.60	415.00	1,079.00
Cassandra E. Fenton	2.70	835.00	2,254.50
Stephen C. Hackney, P.C.	2.70	1,525.00	4,117.50
Richard U. S. Howell, P.C.	1.70	1,245.00	2,116.50
Marc Kieselstein, P.C.	1.70	1,635.00	2,779.50
Ravi Subramanian Shankar	1.80	1,075.00	1,935.00
Jenna Marie Stupar	1.70	970.00	1,649.00
Gregory Tsonis	2.40	970.00	2,328.00
Josh Urban	2.50	390.00	975.00
<b>TOTALS</b>	<b>27.60</b>		<b>\$ 22,895.50</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026822

Windstream Holdings, Inc.

Matter Number:

24706-28

Travel

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/02/20	Carolyn E. Brown	2.70	Travel from New York, NY to Chicago, IL re trial preparation (billed at half time).
03/02/20	Joel DePalma	5.10	Travel from White Plains, NY to San Francisco, CA re trial preparation (billed at half time).
03/02/20	Cassandra E. Fenton	2.70	Travel from White Plains, NY to Chicago, IL re settlement (billed at half time).
03/02/20	Stephen C. Hackney, P.C.	2.70	Travel from White Plains, NY to Chicago, IL re settlement (billed at half time).
03/02/20	Richard U. S. Howell, P.C.	1.70	Travel from New York, NY to Chicago, IL following settlement of trial (billed at half time).
03/02/20	Marc Kieselstein, P.C.	1.70	Travel from White Plains, NY to Chicago, IL re trial preparation (billed at half time).
03/02/20	Ravi Subramanian Shankar	1.80	Travel from New York, NY to Chicago, IL re trial preparation (billed at half time).
03/02/20	Jenna Marie Stupar	1.70	Travel from New York, NY to Chicago, IL re settlement (billed at half time).
03/02/20	Gregory Tsonis	2.40	Travel from New York, NY to Chicago, IL re settlement (billed at half time).
03/02/20	Josh Urban	2.50	Travel from White Plains, NY to Chicago, IL re trial preparation (billed at half time).
03/04/20	Uzo Dike	2.60	Travel from New York City, NY to Chicago, IL re expert depositions and trial preparation (billed at half time).
<b>Total</b>		<b>27.60</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026823**

**Client Matter: 24706-29**

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## In the Matter of Use, Sale, and Lease of Property

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 50,694.00

Total legal services rendered

\$ 50,694.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Use, Sale, and Lease of Property

Invoice Number: 1050026823  
Matter Number: 24706-29

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Robert Graham	20.10	965.00	19,396.50
Kelsey Marie Laugel	1.00	835.00	835.00
Steve Toth	22.90	1,295.00	29,655.50
Brad Weiland	0.60	1,345.00	807.00
<b>TOTALS</b>	<b>44.60</b>		<b>\$ 50,694.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026823

Windstream Holdings, Inc.

Matter Number:

24706-29

Use, Sale, and Lease of Property

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/02/20	Robert Graham	4.70	Draft asset sale purchase agreement.
03/02/20	Steve Toth	3.00	Correspond with Company and R. Graham re asset purchase agreement (.7); correspond with R. Graham re asset purchase agreement and prepare related correspondence (.5); revise asset purchase agreement and prepare related correspondence (1.8).
03/03/20	Steve Toth	0.90	Analyze revised settlement agreement and lease and prepare related correspondence.
03/06/20	Robert Graham	5.50	Revise purchase agreement.
03/06/20	Steve Toth	0.60	Analyze revised asset purchase agreement and prepare related correspondence.
03/07/20	Robert Graham	3.00	Revise purchase agreement and ancillary documents.
03/07/20	Steve Toth	1.90	Review and revise asset purchase agreement.
03/07/20	Brad Weiland	0.60	Correspond with K&E team re asset sale components of Uniti settlement.
03/08/20	Robert Graham	3.20	Draft bills of sale and assignment and assumption agreements re purchase agreement.
03/08/20	Steve Toth	0.40	Analyze assignment and assumption agreement draft and prepare related correspondence.
03/09/20	Robert Graham	3.70	Draft assignment and assumption agreements for IRU contracts.
03/09/20	Kelsey Marie Laugel	1.00	Review potential 4(c)/4(d) documents (.4); correspond with Company re same (.6).
03/09/20	Steve Toth	0.80	Review assumption and assignment draft and prepare related correspondence (.5); correspond with R. Graham re same (.3).
03/10/20	Steve Toth	0.80	Correspond with K&E team re document status (.3); analyze revised settlement agreement and prepare related correspondence (.5).
03/17/20	Steve Toth	1.20	Analyze revised asset purchase agreement and prepare attorney notes.
03/18/20	Steve Toth	2.90	Prepare asset purchase agreement issues list and related correspondence (1.6); revise asset purchase agreement (1.3).

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Use, Sale, and Lease of Property

Invoice Number: 1050026823  
 Matter Number: 24706-29

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/20	Steve Toth	0.50	Telephone conference with H. Hockberger re contract assignment process.
03/20/20	Steve Toth	3.90	Analyze asset purchase agreement markup and issues (.5); discuss asset purchase agreement with Company and K&E team (1.9); revise asset purchase agreement (1.5).
03/23/20	Steve Toth	0.60	Correspond with DPW, K&E teams re asset purchase agreement and related documents.
03/27/20	Steve Toth	0.90	Analyze IRU agreement and related correspondence.
03/29/20	Steve Toth	0.40	Correspond with DPW, K&E teams re transaction documents and related issues.
03/30/20	Steve Toth	0.40	Correspond with DPW, K&E teams re asset purchase agreement, sale order, FCC issues.
03/31/20	Steve Toth	3.70	Correspond with Company re asset purchase agreement and IRU (.8); revise asset purchase agreement (2.3); revise IRU agreement (.6).
<b>Total</b>		<b>44.60</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026825**  
**Client Matter: 24706-31**

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## In the Matter of Vendor Matters

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 53,335.00

Total legal services rendered

\$ 53,335.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Vendor Matters

Invoice Number: 1050026825  
Matter Number: 24706-31

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	9.90	740.00	7,326.00
Neda Davanipour	47.90	845.00	40,475.50
John R. Luze	5.10	1,085.00	5,533.50
<b>TOTALS</b>	<b>62.90</b>		<b>\$ 53,335.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026825

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/02/20	Neda Davanipour	2.40	Review and analyze various vendor issues (.7); correspond with Company and K&E teams re same (.8); resolve same (.9).
03/03/20	Neda Davanipour	0.40	Telephone conference with A&M and K&E teams re Verizon related issues.
03/04/20	Neda Davanipour	0.60	Prepare for and participate in telephone conference with A&M re Verizon related issues (.4); telephone conference with C. Turner re various Verizon related issues (.2).
03/05/20	Spencer Caldwell-McMillan	2.70	Correspond with N. Davanipour re vendor issues (.2); prepare for and attend conference with N. Davanipour re vendor issues (1.1); review vendor MSA amendment (1.1); correspond with N. Davanipour re same (.3).
03/05/20	Neda Davanipour	3.30	Telephone conference with A&M and Company re Verizon issues and correspond with C. Turner (.2); review, analyze and correspond with S. McMillan re FiberCrown related issues (.5); review and analyze FiberCrown related issues (.5); conference with S. McMillan re same (.3); conference with C. Ceresa re Verizon motion (.8); review comment on same (.3); conference with S. McMillan re vendor relates issues (.1);, analyze contract related issues re same (.2); telephone conference with M. Goldfarb re VZ related issues (.2); correspond with C. Ceresa re same (.2).
03/06/20	Neda Davanipour	1.80	Review and analyze various issues related to Nitel (.4); correspond with Company and S. McMillan re same (.3); review and analyze draft (.5); revise response to various Crownfiber issues (.4 ); correspond with Company re same (.2).
03/08/20	Spencer Caldwell-McMillan	0.70	Review vendor issues.
03/09/20	Spencer Caldwell-McMillan	1.80	Review vendor issues re settlement (1.5); draft correspondence re same (.3).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026825

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/20	Neda Davanipour	2.60	Review and analyze certain Verizon agreements (.9); correspond with M. Goldfarb re same (.3); review and analyze APPDirect related issues (1.1); correspond with A&M re same (.3).
03/10/20	Neda Davanipour	0.90	Conference with S. McMillan re various vendor issues including Zycum and resolve same (.5); review and analyze Nichols construction related issues (.4).
03/11/20	Neda Davanipour	1.70	Review and analyze various vendor related issues (.6); review and analyze issue re settlement agreement and same re trade agreement (.4); correspond with K&E team re same (.3); review and analyze settlement agreement and correspond with C. Keith re same (.4).
03/12/20	Neda Davanipour	0.40	Correspond with K&E team re various vendor related issues (.2); correspond with Company re same (.2).
03/13/20	Spencer Caldwell-McMillan	0.30	Review trade agreement issues (.2); correspond with Company re same (.1).
03/13/20	Neda Davanipour	1.90	Review and analyze various Verizon agreements (.5); analyze correspondence with A&M team re same (.3); review and revise draft motion (1.1).
03/17/20	Spencer Caldwell-McMillan	0.70	Review trade agreement (.6); telephone conference with Company re trade issues (.1).
03/17/20	Neda Davanipour	0.30	Telephone conference with K&E team re trade agreement related issues.
03/17/20	John R. Luze	1.10	Review and analyze access vendor issues (.8); correspond with Company re same (.3).
03/18/20	Spencer Caldwell-McMillan	1.80	Review trade agreement and correspond with company re same (.6); review vendor issues (1.1); telephone conference with A&M re vendor issues (.1).
03/18/20	Neda Davanipour	2.30	Research re various vendor related issues and prepare summary re same (1.4); review updated Verizon motion (.6); review agreements re same (.3).
03/18/20	John R. Luze	0.70	Review and analyze access vendor issues.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026825

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/20	Spencer Caldwell-McMillan	0.80	Telephone conference with vendor's counsel re agreement (.1); correspond with Company re vendor agreement (.5); correspond with vendor's counsel re same (.2).
03/19/20	Neda Davanipour	1.00	Review and analyze issues related to Verizon (.2); telephone conference with S. McMillan re Earthlink related issues (.1); correspond with Company re same (.4); review and analyze vendor related issues, correspond with S. McMillan and Company re same (.3).
03/20/20	Neda Davanipour	2.10	Review and analyze CenturyLink motion re admin claims and various correspondence re same (.7); correspond with Company re vendor related issues and resolve same (.7); review and analyze trade agreement and correspond with K&E team re same (.7).
03/20/20	John R. Luze	1.70	Conference and correspond with Stinson re vendor issues (.6); review and analyze issues re same (.7); correspond with Company re same (.4).
03/22/20	Neda Davanipour	4.30	Research re admin claim status of certain claims for TL admin claim motion and prepare summary re same (2.9); draft legal argument section re same (1.4).
03/23/20	Neda Davanipour	6.90	Review and analyze CTL motion and analyze issues re same (1.1); correspond with K&E team and Company re same (.4); prepare for and attend telephone conference with K&E team re related research and objection draft (.4); review various precedent objection drafts (.6); analyze legal basis and various correspond with K&E team re precedent of same (1.7); review and analyze research and correspond with A. Hevia re same (.3); draft objection re same (2.4).
03/23/20	John R. Luze	0.70	Review and analyze access vendor issues.
03/24/20	Neda Davanipour	3.90	Research re CTL related issues and various correspond with K&E team re same (1.4); review and analyze further precedent draft and correspond with K&E team re same (.4); review and analyze comment on VZ draft settlement and correspond with J. Luze re same (1.1); research re early termination fees and other related issues (1.0).

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026825

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/20	Spencer Caldwell-McMillan	1.10	Telephone conference with vendor re post-petition invoices (.1); correspond with A&M re vendor issues (.3); prepare for and attend telephone conference with A&M re vendor issues (.3); correspond with E. Sooy re rejection exhibit (.3); correspond with T. Smith re same (.1).
03/25/20	Neda Davanipour	7.70	Review and analyze K&E team's research summary and correspond with K&E team re motion draft (.6); review and analyze admin claim motion (.6); prepare summary of issues (.5); review various objection precedent drafts (1.2);, review and analyze same (.9); revise draft further (1.1); review and analyze multiple Verizon settlement agreement drafts (.9); revise same (.9); correspond with J. Luze and C. Keith re same (.4); correspond with A&M team (.2); review and analyze VZ related issues (.4).
03/26/20	Neda Davanipour	2.00	Review and analyze vendor related issues and correspond with Company re trade agreement (.4); review and analyze settlement agreement draft (.6); review and analyze C. Keith's questions (.3); respond to same and draft language (.3); review CTL motion and correspond with Company (.4).
03/27/20	John R. Luze	0.90	Review and analyze issues re access vendors.
03/30/20	Neda Davanipour	1.40	Review various Verizon related questions and correspond with Company re same (.6); correspond with C. Ceresa and claimholders re claims (.4); telephone conference with Company re same and resolve issues re same (.4).
<b>Total</b>		<b>62.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026827**  
**Client Matter: 24706-33**

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## In the Matter of Mediation

For legal services rendered through March 31, 2020  
(see attached Description of Legal Services for detail)

\$ 42,982.50

Total legal services rendered

\$ 42,982.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Mediation

Invoice Number: 1050026827  
 Matter Number: 24706-33

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Uzo Dike	0.40	415.00	166.00
Pratik K. Ghosh	0.30	835.00	250.50
Susan D. Golden	2.00	1,175.00	2,350.00
Stephen E. Hessler, P.C.	6.30	1,635.00	10,300.50
Heidi Hockberger	14.40	845.00	12,168.00
Marc Kieselstein, P.C.	2.00	1,635.00	3,270.00
Ross M. Kwasteniet, P.C.	4.20	1,595.00	6,699.00
Francis Petrie	0.40	845.00	338.00
Tommy Scheffer	3.30	740.00	2,442.00
Gregory Tsonis	0.30	970.00	291.00
Brad Weiland	3.50	1,345.00	4,707.50
<b>TOTALS</b>	<b>37.10</b>		<b>\$ 42,982.50</b>



Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026827

Windstream Holdings, Inc.

Matter Number:

24706-33

Mediation

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/20	Susan D. Golden	2.00	Telephone conferences and correspond with K&E team re settlement (.4); review revised settlement documents (.9); prepare for and participate in board of directors settlement update telephone conference (.7).
03/01/20	Stephen E. Hessler, P.C.	2.00	Telephone conference and correspond with K&E team re settlement (1.0); telephone conference and correspond with K&E team and Company re next steps (1.0).
03/01/20	Ross M. Kwasteniet, P.C.	1.50	Telephone conferences and correspond with K&E team re settlement (.4); review revised settlement documents (1.1).
03/01/20	Tommy Scheffer	1.30	Revise settlement agreement (1.0); correspond with K&E team re same (.3).
03/02/20	Uzo Dike	0.40	Prepare for and participate in telephone conference with K&E team re settlement.
03/02/20	Pratik K. Ghosh	0.30	Conference with K&E team re settlement agreement.
03/02/20	Stephen E. Hessler, P.C.	1.80	Telephone conference and correspond with mediation parties re term sheet and settlement materials (.5); telephone conference and correspond with K&E team and Company re same (1.3).
03/02/20	Stephen E. Hessler, P.C.	2.00	Telephone conference and correspond with K&E team re settlement (1.0); telephone conference and correspond with K&E team and Company re work in process (1.0).
03/02/20	Heidi Hockberger	4.60	Revise settlement agreement (2.2); revise settlement documents (2.4).
03/02/20	Marc Kieselstein, P.C.	0.50	Review and revise 9019 motion, draft settlement agreement.
03/02/20	Ross M. Kwasteniet, P.C.	2.70	Telephone conferences and correspond with K&E team re settlement negotiations and documentation.
03/02/20	Tommy Scheffer	2.00	Correspond and telephone conferences with K&E team re settlement agreement (.8); review same (1.2).
03/02/20	Gregory Tsonis	0.30	Telephone conference with K&E team re settlement.

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026827

Windstream Holdings, Inc.

Matter Number:

24706-33

Mediation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team re status update.
03/03/20	Heidi Hockberger	9.80	Revise settlement order (2.1); revise settlement agreement (2.9); revise settlement motion (1.0); correspond with K&E team, DPW, and Company re same (3.8).
03/03/20	Francis Petrie	0.40	Correspond with K&E team re Uniti settlement documents.
03/06/20	Brad Weiland	0.80	Correspond and telephone conference with J. Eisen, Hon. S. Chapman re mediation and follow up re same.
03/10/20	Marc Kieselstein, P.C.	1.50	Telephone conferences with K&E team, Company re next steps in mediation, consider issues.
03/13/20	Brad Weiland	0.40	Correspond with Hon. S. Chapman re mediation and follow up re same.
03/16/20	Brad Weiland	1.10	Correspond with K&E team, Hon. S. Chapman re mediation (.5); review and analyze planning re same (.6).
03/21/20	Brad Weiland	0.40	Correspond with S. Hessler, Hon S. Chapman re mediation.
03/22/20	Brad Weiland	0.80	Correspond and telephone conference with S. Hessler, Hon S. Chapman re mediation and case status.
<b>Total</b>		<b>37.10</b>	

**April 2020 – Fees**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029137**  
**Client Matter: 24706-7**

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**In the Matter of Adversary Proceedings, Contested Matters**

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 851,280.00

Total legal services rendered

\$ 851,280.00

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.80	340.00	272.00
Carolyn E. Brown	57.90	610.00	35,319.00
Megan Buenviaje	1.30	395.00	513.50
Chris Ceresa	13.70	610.00	8,357.00
Paul D. Clement, P.C.	0.50	1,825.00	912.50
Adam Collins	38.60	375.00	14,475.00
Uzo Dike	66.10	415.00	27,431.50
Joseph Dobrowski	20.60	275.00	5,665.00
Cassandra E. Fenton	107.00	835.00	89,345.00
Yates French	142.30	1,165.00	165,779.50
Pratik K. Ghosh	9.10	835.00	7,598.50
Susan D. Golden	6.30	1,175.00	7,402.50
Stephen C. Hackney, P.C.	7.00	1,525.00	10,675.00
Julia D. Harper	28.50	610.00	17,385.00
Stephen E. Hessler, P.C.	15.20	1,635.00	24,852.00
Harry W. Hild	2.00	320.00	640.00
Heidi Hockberger	23.80	845.00	20,111.00
Richard U. S. Howell, P.C.	186.50	1,245.00	232,192.50
Marc Kieselstein, P.C.	32.80	1,635.00	53,628.00
Hannah Kupsky	1.20	340.00	408.00
Michele Manzo	1.60	275.00	440.00
Tiffany T. Mason	5.50	740.00	4,070.00
Francis Petrie	7.20	845.00	6,084.00
Margaret Reiney	44.30	610.00	27,023.00
Harker Rhodes	1.90	1,095.00	2,080.50
Tommy Scheffer	37.40	740.00	27,676.00
Ravi Subramanian Shankar	7.70	1,075.00	8,277.50
Michael B. Slade	2.10	1,395.00	2,929.50
Jenna Marie Stupar	0.50	970.00	485.00
Gregory Tsonis	13.10	970.00	12,707.00
Benjamin C. Vizvary	1.70	610.00	1,037.00
Brad Weiland	26.40	1,345.00	35,508.00

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

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**TOTALS**

**910.60**

**\$ 851,280.00**

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/26/20	Margaret Reiney	1.90	Revise 9019 reply.
03/27/20	Heidi Hockberger	0.90	Correspond with K&E team re settlement.
03/28/20	Heidi Hockberger	0.90	Correspond with K&E team re settlement objections.
03/28/20	Tommy Scheffer	1.90	Correspond with K&E team re Leone declaration in support of settlement and backstop commitment agreement motions (.9); review and revise same (1.0).
03/29/20	Heidi Hockberger	3.70	Correspond with K&E team re settlement objections (1.0); research re same (2.7).
03/29/20	Tommy Scheffer	0.80	Correspond with K&E team re 9019 reply.
03/30/20	Chris Ceresa	7.40	Research various issues re settlement objections (4.9); review correspondence re same (.6); revise memorandum re same (1.5); correspond with K&E team, H. Hockberger re same (.2); update materials re inquiries (.2).
03/30/20	Margaret Reiney	3.40	Revise 9019 declaration (1.2); correspond with K&E team re same (.2); research re 9019 reply (1.7); correspond with C. Ceresa re same (.3).
03/30/20	Tommy Scheffer	1.80	Correspond with K&E team re 9019 order (1.1); analyze same (.7).
03/31/20	Chris Ceresa	3.20	Draft and revise presentation re proposed settlement (.7); correspond with K&E team re same (.4); revise memorandum on various legal issues re 9019 settlement (1.8); correspond with K&E team, M. Reiney re same (.3).
03/31/20	Heidi Hockberger	0.30	Correspond with K&E team re settlement objections (.1); draft summary of unsecured creditor proposal (.2).
03/31/20	Margaret Reiney	4.80	Draft and revise memorandum re 9019 reply (3.2); revise 9019 declaration (1.3); correspond with K&E team and PJT re same (.3).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/20	Tommy Scheffer	4.70	Review and revise 9019 memorandum (1.6); research re same (.8); correspond and telephone conferences with K&E team re same (.7); correspond with K&E team re Leone declaration in support of 9019 motion (.5); review and revise same (1.1).
04/01/20	Chris Ceresa	0.30	Correspond with K&E team, H. Hockberger re memorandum on allocation issues.
04/01/20	Uzo Dike	7.70	Prepare for and participate in telephone conference with K&E team and Company re preparations for T. Thomas 9019 deposition (.4); analyze 9019 document production (1.1); research re responsive documents (2.5); review and analyze PJT and A. Wells documents (1.2); review and quality check document production (.8); correspond with Sandline PM team re production specifications (.5); correspond with counsel re 9019 document production (.7); review and assess Committee letter to Judge Drain re discovery (.3); conference with Y. French re same (.2).
04/01/20	Joseph Dobrowski	0.10	Revise case files re newly received case materials.
04/01/20	Cassandra E. Fenton	3.50	Analyze documents for production (2.6); analyze and prepare for 30(b)(6) depositions (.4); participate in conference re document production (.5).
04/01/20	Yates French	1.90	Prepare for and participate in telephone conference with M. Byrne (.7); office conference and conference with opposing counsel re production of documents (.4); review and revise witness declarations (.8).
04/01/20	Susan D. Golden	0.40	Telephone conference with D. Li re videoconference logistics.
04/01/20	Heidi Hockberger	1.10	Research re settlement approval (.8); telephone conference with creditors re same (.3).
04/01/20	Richard U. S. Howell, P.C.	3.60	Telephone conferences to prepare for 9019 hearing and depositions (.8); prepare and review correspondence re same (1.5); review materials in preparation for depositions (.6); prepare and review correspondence re open discovery issues (.7).



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/20	Tiffany T. Mason	5.00	Research re 9019 motion and review and revise 9019 motion.
04/01/20	Margaret Reiney	2.50	Review and revise 9019 reply memorandum (1.8); telephone conference with T. Mason (.4); telephone conference with K&E, PW, and MoFo re allocation (.3).
04/01/20	Margaret Reiney	0.40	Review and revise contract assignment notice pursuant to 9019 settlement.
04/01/20	Tommy Scheffer	3.20	Correspond with DOJ, KCC, A&M, K&E teams re 9019 motion, declaration in support of 9019 motion, 9019 order, 9019 memorandum (1.2); review and revise 9019 order (.3); review and revise supplemental settlement notice (.7); correspond with A&M, K&E teams re same (1.0).
04/02/20	Carolyn E. Brown	1.50	Prepare for and attend telephone conference with K&E team (.5); research and analyze case law re elements of 9019 motion (1.0).
04/02/20	Chris Ceresa	2.80	Research re issue related to term sheets and 9019 settlements (1.8); correspond with H. Hockberger re same (.3); revise memorandum re 9019 settlement (.6); correspond with K&E team. T. Scheffer re same (.1).
04/02/20	Adam Collins	1.00	Attend office conference re upcoming projects (.5); compile and organize Uniti production materials (.5).
04/02/20	Uzo Dike	4.60	Prepare for and participate in telephone conference with K&E team re 9019 deposition preparation (.6); review A. Wells production for completeness and transmit same to Company (.8); conference with C. Fenton re same (.2); prepare materials for use at T. Thomas deposition preparation session (1.7); review draft letter responding to objectors' discovery letter (.7); conference with Y. French re same (.2); prepare and file same (.4).
04/02/20	Joseph Dobrowski	0.50	Revise case files re newly received case materials.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/20	Cassandra E. Fenton	6.10	Coordinate documents for production (.8); coordinate deposition preparation (.7); analyze and revise filing re discovery (2.3); participate in office conference with K&E team re strategy (1.0); participate in office conference with K&E team re discovery (.5); prepare for depositions (.8).
04/02/20	Yates French	11.20	Prepare for upcoming depositions (4.5); telephone conference with opposing counsel (1.4); prepare for and participate in telephone conference with secured creditors (2.1); draft, review and revise discovery correspondence (3.2).
04/02/20	Pratik K. Ghosh	0.70	Conference with K&E team re rule 9019 discovery status (.6); review and analyze correspondence in preparation for same (.1).
04/02/20	Stephen C. Hackney, P.C.	1.00	Review correspondence and docket filings (.5); conference with R. Howell re settlement (.5).
04/02/20	Julia D. Harper	1.00	Research re mediation privilege.
04/02/20	Julia D. Harper	0.50	Telephone conference with K&E team re next steps.
04/02/20	Heidi Hockberger	4.60	Research re settlement approval (3.6); correspond with K&E team re same (1.0).
04/02/20	Richard U. S. Howell, P.C.	7.20	Telephone conferences re open discovery and litigation issues re 9019 hearing and Uniti settlement (2.2); prepare and review correspondence re same (3.0); review materials in preparation for T. Thomas and N. Leone depositions (1.4); review additional documents produced in 9019 discovery (.6).
04/02/20	Marc Kieselstein, P.C.	3.20	Telephone conferences re next steps on settlement and backstop meetings.
04/02/20	Hannah Kupsky	1.20	Research re 9019 motions and orders.
04/02/20	Michele Manzo	1.60	Research and distribute precedent re 9019 motion.
04/02/20	Margaret Reiney	2.40	Review and revise 9019 allocation memorandum (2.2); correspond with K&E team re same (.2).
04/02/20	Tommy Scheffer	6.00	Correspond with K&E team re 9019 memorandum (.9); review and revise same (2.4); research re same (2.1); correspond with K&E team re 9019 order materials (.6).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/20	Ravi Subramanian Shankar	0.60	Prepare for and participate in telephone conference with K&E team re 9019 motion strategy (.5); correspond with K&E team re 9019 motion declarations (.1).
04/02/20	Michael B. Slade	0.60	Telephone conference with K&E team re discovery process and next steps.
04/02/20	Gregory Tsonis	0.60	Telephone conference with K&E team re case status.
04/02/20	Benjamin C. Vizvary	1.70	Correspond with H. Hockberger re 9019 motion research (.2); review and analyze docket filings re 9019 motion (.5); review and analyze precedent 9019 motion orders (1.0).
04/02/20	Brad Weiland	1.90	Correspond and telephone conference with K&E team re settlement litigation and discovery (.4); correspond and telephone conference with Company (.7); prepare and revise letter re same (.8).
04/03/20	Carolyn E. Brown	4.70	Review and analyze case law re standard for approving 9019 motion.
04/03/20	Adam Collins	3.50	Assist with finalizing deposition preparation materials.
04/03/20	Uzo Dike	2.20	Prepare T. Thomas deposition preparation materials (.7); conference with C. Fenton and A. Collins re same (.2); review A. Wells document production for completeness (.5); correspond with Sandline PM team re A. Wells production specifications (.2); correspond with counsel re A. Wells production (.2); provide A. Wells production to settlement parties (.4).
04/03/20	Joseph Dobrowski	1.00	Revise case files re newly received case materials.
04/03/20	Cassandra E. Fenton	1.90	Prepare for and participate in conference re discovery (.4); analyze and prepare for depositions (1.5).
04/03/20	Yates French	3.00	Prepare for upcoming depositions (1.3); review documents re BCA and 9019 motion (.9); attend telephone conference with opposing counsel re upcoming hearings (.8).
04/03/20	Susan D. Golden	0.50	Telephone conference with S. Hessler and R. Howell re 9019 status (.3); telephone conference with D. Li re upcoming hearing dates (.2).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/20	Stephen C. Hackney, P.C.	0.50	Conference with R. Howell re deal status.
04/03/20	Julia D. Harper	0.50	Research re mediation privilege.
04/03/20	Heidi Hockberger	7.80	Research re settlement approval (5.5); telephone conferences with creditors re same (2.3).
04/03/20	Richard U. S. Howell, P.C.	6.80	Telephone conferences re open discovery, litigation strategy and scheduling issues related to 9019 hearing (2.7); review materials re same (1.6); prepare and review correspondence re same (1.3); prepare for potential status conference re same (.5); review materials in preparation for depositions (.7).
04/03/20	Marc Kieselstein, P.C.	3.40	Review issues re potential litigation, FMV, force majeure issues and discovery disputes.
04/03/20	Francis Petrie	2.10	Correspond re declaration in support of Uniti settlement (.4); telephone conference re status of documentation (.5); review and revise declaration (.6); correspond with PJT team re declaration process (.6).
04/03/20	Margaret Reiney	0.90	Review BCA declaration (.3); correspond with K&E team re same (.6).
04/03/20	Tommy Scheffer	2.90	Correspond with A&M, K&E teams re settlement agreement, IRU contract counterparty notice, declaration in support of backstop and 9019 motions, 9019 memorandum (1.0); review and revise 9019 order (.5); correspond with DOJ and K&E team re same (.5); analyze declaration in support of backstop and 9019 motions (.9).
04/03/20	Ravi Subramanian Shankar	0.20	Conference with K&E team re direct affidavits.
04/03/20	Brad Weiland	2.70	Review and analyze litigation and discovery items including deposition timing (1.1); review and analyze next steps re same and discuss with K&E team (.7); correspond and telephone conference with Company, K&E team re litigation discovery conference with Company, K&E team (.9).
04/04/20	Cassandra E. Fenton	3.40	Analyze documents and prepare for depositions.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/20	Stephen E. Hessler, P.C.	1.50	Review and provide comments to notice of adjournment (1.0); telephone conference and correspond with K&E team re same (.5).
04/04/20	Richard U. S. Howell, P.C.	3.10	Review materials re settlement negotiations and 9019 hearing preparation (1.6); prepare for depositions re 9019 hearing (1.5).
04/04/20	Ravi Subramanian Shankar	1.60	Draft direct affidavit for 9019 motion.
04/04/20	Brad Weiland	1.50	Prepare and revise litigation and scheduling materials including notice of adjournment (.6); correspond and telephone conferences with Company, K&E team re same (.9).
04/05/20	Cassandra E. Fenton	5.60	Analyze documents and prepare for depositions (3.7); draft summary re same (1.9).
04/05/20	Yates French	2.50	Prepare for upcoming depositions (1.1); prepare for and attend telephone conference with settlement parties re same (1.4).
04/05/20	Susan D. Golden	0.30	Correspond with B. Weiland and R. Howell re 9019 hearing.
04/05/20	Stephen E. Hessler, P.C.	0.80	Review revised notice of adjournment and provide comments to same (.3); telephone conference and correspond with K&E team and Company re same (.5).
04/05/20	Heidi Hockberger	4.50	Draft, revise notice of adjournment (1.4); telephone conference with K&E team and creditor groups re settlement (1.1); prepare for settlement hearing (2.0).
04/05/20	Richard U. S. Howell, P.C.	5.20	Prepare and review correspondence re 9019 hearing, settlement and backstop commitment hearing (1.8); telephone conference re same (.4); review materials in preparation for 9019 hearing (3.0).
04/05/20	Margaret Reiney	1.60	Review and revise 9019 declaration (1.2); correspond with H. Hockberger re same (.2); review settlement documentation (.2).
04/05/20	Brad Weiland	0.80	Telephone conference and correspond with working group, Company re litigation and scheduling items.
04/06/20	Adam Collins	1.00	Assist with finalizing Norton production (.5); compile and organize newly produced documents (.5).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/20	Uzo Dike	2.90	Correspond with Sandline PM team re processing documents (.5); correspond with Y. French and Norton Rose Fulbright re transmittal of parties' 9019 productions (.3); assist with preparation for N. Leone deposition (1.1); participate in telephone status conference with chambers and parties re 9019 discovery (1.0).
04/06/20	Joseph Dobrowski	0.80	Revise case files re newly received case materials.
04/06/20	Cassandra E. Fenton	1.60	Analyze documents for production (.3); attend status conference (.5); draft and revise scheduling order (.8).
04/06/20	Yates French	9.00	Review witness declarations (4.5); office conference with opposing counsel (1.5); prepare for and attend discovery hearing (2.1); draft scheduling orders (.9).
04/06/20	Susan D. Golden	2.00	Correspond with B. Weiland and K&E team re discovery conference (.5); telephone conference re 9019 and discovery concerns (1.0); telephone conferences with D. Li re scheduling (.5).
04/06/20	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K&E team re status conference (.5); prepare for and participate in conference re discovery and status (1.0).
04/06/20	Richard U. S. Howell, P.C.	4.90	Prepare for and attend hearing re discovery issues related to 9019 motion (1.3); prepare and review correspondence re open settlement and litigation issues (2.2); telephone conferences re same (1.4).
04/06/20	Marc Kieselstein, P.C.	3.50	Review correspondence to court (.7); precall and post telephone conferences re discovery status conference (1.0); update telephone conference with court (.8); review exhibit E and allocation issues (1.0).
04/06/20	Francis Petrie	1.80	Attend telephone conference re discovery dispute and scheduling (.6); correspond re notice of adjournment (1.2).
04/06/20	Brad Weiland	1.70	Review and analyze litigation and discovery items (.8); correspond and telephone conference with K&E team re same (.5); revise proposed scheduling order re same (.4).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/07/20	Carolyn E. Brown	0.80	Prepare for and attend litigation strategy telephone conference (.5); review fact witness depositions re fair market value of renewal terms (.3).
04/07/20	Adam Collins	0.50	Attend office conference re depositions.
04/07/20	Uzo Dike	2.10	Prepare for and participate in telephone conference with K&E team re case status (.6); coordinate logistics re transmittal of 9019 productions (.5); correspond with K&E team and Empire Discovery re vendor payment (.4); coordinate and manage update of case files (.6).
04/07/20	Cassandra E. Fenton	2.30	Participate in litigation meeting re strategy (1.0); coordinate depositions (.3); telephone conference with K&E team re case scheduling (.5); manage document production (.5).
04/07/20	Yates French	9.70	Prepare for and attend telephone conference with secured creditors (2.6); prepare for and attend telephone conference with real estate group (2.2); coordinate depositions for upcoming hearing (1.4); coordinate scheduling order (.8); prepare for upcoming depositions (2.7).
04/07/20	Pratik K. Ghosh	0.50	Conference with litigation team re Uniti adversary proceeding status.
04/07/20	Stephen C. Hackney, P.C.	2.50	Prepare for and attend telephone conference with K&E team re update (.8); review lease agreement and exhibit E re FMV renewal (1.7).
04/07/20	Julia D. Harper	0.50	Telephone conference with K&E team re adversary litigation.
04/07/20	Richard U. S. Howell, P.C.	6.70	Telephone conferences re open settlement issues and issues related to 9019 motion (3.5); prepare and review correspondence and other materials re same (3.2).
04/07/20	Marc Kieselstein, P.C.	2.60	Consider potential additional arguments in event of rescheduled trial (.8); review FMV renewal issues (.6); consider allocation constructs (1.2).
04/07/20	Margaret Reiney	1.60	Revise 9019 reply (1.4); correspond with T. Scheffer re same (.2).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/07/20	Tommy Scheffer	4.50	Correspond and telephone conferences with Polsinelli, K&E teams re settlement agreement, 9019 motion, BCA motion, 9019 reply (1.3); review and revise 9019 reply (3.2).
04/07/20	Ravi Subramanian Shankar	1.70	Attend telephone conference with K&E team re case strategy (.5); correspond with K&E team re Uniti adversary trial (.4); draft work plan re same (.8).
04/07/20	Michael B. Slade	0.50	Attend office conference with K&E team re case status.
04/07/20	Gregory Tsonis	0.40	Telephone conference with K&E team re case status and projects.
04/07/20	Brad Weiland	1.70	Prepare and revise materials re scheduling re settlement litigation and discovery (.7); correspond and telephone conferences re same with Y. French, K&E team (.6); follow up re same (.4).
04/08/20	Carolyn E. Brown	1.00	Review and analyze deposition testimony re exhibit E of master lease.
04/08/20	Adam Collins	1.80	Compile and organize 9019 production documents.
04/08/20	Uzo Dike	2.50	Prepare parties' document productions (.5); correspond with Y. French and A. Collins re same (.3); research and analyze board materials (.7); revise draft amended scheduling order (.6); correspond with Sandline PM team re redactions (.4).
04/08/20	Cassandra E. Fenton	1.70	Review and analyze documents re master lease (1.3); analyze documents for production (.4).
04/08/20	Yates French	4.00	Prepare for depositions (1.8); coordinate production of documents re settlement (.6); coordinate discovery with objecting parties and creditors (.8); negotiate and draft scheduling order (.8).
04/08/20	Susan D. Golden	0.50	Review UCC comments to May 7 scheduling order (.3); office conference and telephone conference with Y. French, UCC, Davis Polk re scheduling order for May 7 hearing (.2).
04/08/20	Stephen C. Hackney, P.C.	2.00	Conference with R. Howell re settlement negotiations and potential trial plan (.9); review trial documents (1.1).



Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/20	Stephen E. Hessler, P.C.	0.30	Participate in telephone conference re Uniti settlement status update.
04/08/20	Richard U. S. Howell, P.C.	6.20	Telephone conferences re open litigation issues in advance of confirmation (1.3); review materials re same (.5); prepare and review correspondence re open settlement and 9019 issues (2.0); telephone conferences re same (.8); review draft pleadings and provide comments to same (1.1); review materials in preparation for depositions (.5).
04/08/20	Marc Kieselstein, P.C.	2.40	Consider FMV renewal structure and settlement and/or trial impact (.7); review correspondence re same (1.7).
04/08/20	Tiffany T. Mason	0.30	Telephone conference with legal teams re Uniti settlement.
04/08/20	Francis Petrie	0.50	Telephone conference re settlement status.
04/08/20	Margaret Reiney	3.00	Review and revise 9019 reply (1.6); research re same (.8); correspond with T. Scheffer re same (.3); telephone conference with K&E and PSA parties re settlement update (.3).
04/08/20	Tommy Scheffer	5.60	Review and revise 9019 reply (2.8); research re same (1.8); correspond with K&E team re same (.6); correspond and telephone conference with DPW, RG, PW, K&E teams re settlement agreement status (.4).
04/08/20	Brad Weiland	0.80	Correspond and telephone conferences with Y. French and K&E team re scheduling order (.6); correspond re submission of same (.2).
04/09/20	Carolyn E. Brown	0.90	Review and analyze documents re Exhibit E of master lease (.4); prepare for and attend telephone conference re contested claims (.5).
04/09/20	Uzo Dike	4.20	Prepare stipulated amended scheduling order re 9019, backstop motions (1.1); correspond with Y. French and S. Golden re same (.2); prepare redacted production materials (1.5); correspond with Y. French and C. Fenton re same (.4); correspond with Sandline PM team re production materials (.3); correspond with parties' counsel re production materials (.7).
04/09/20	Joseph Dobrowski	1.10	Revise case files re case materials.

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Adversary Proceedings, Contested Matters

Invoice Number: 1050029137  
 Matter Number: 24706-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/20	Cassandra E. Fenton	3.20	Analyze and coordinate document review re master lease documents (1.7); analyze documents for production (1.2); coordinate deposition dates (.3).
04/09/20	Yates French	5.20	Prepare for depositions (1.6); coordinate production of documents related to settlement (1.1); coordinate discovery with objecting parties and creditors (1.1); research re parol evidence (1.4).
04/09/20	Susan D. Golden	0.50	Correspond with Y. French re stipulated scheduling order (.2); telephone conference with D. Li re trial dates (.3).
04/09/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team and Company re Uniti.
04/09/20	Richard U. S. Howell, P.C.	3.80	Prepare and review correspondence re open settlement issues and 9019 issues (2.2); telephone conference re same (1.0); review research re same (.6).
04/09/20	Margaret Reiney	2.80	Review and revise 9019 reply.
04/10/20	Uzo Dike	0.80	Correspond with Company, R. Shankar and P. Anderson re materials (.3); correspond with A. Collins re same (.2); research re appellate court filings (.3).
04/10/20	Joseph Dobrowski	0.80	Revise case files re case materials.
04/10/20	Cassandra E. Fenton	0.80	Coordinate deposition dates.
04/10/20	Julia D. Harper	2.50	Draft materials re renewal rent fair market value calculations.
04/10/20	Stephen E. Hessler, P.C.	0.60	Telephone conference and correspond with K&E team re critical vendor order.
04/10/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
04/10/20	Richard U. S. Howell, P.C.	5.90	Telephone conferences re open Uniti settlement issues and 9019 issues (.7); prepare and review correspondence re same (2.5); review and provide comments materials re same (1.3); review appellate materials re critical vendors motion (.8); prepare and review correspondence re same (.6).
04/10/20	Marc Kieselstein, P.C.	1.50	Review open issues lists (.7); review potential extension of renewal terms (.8).
04/10/20	Tiffany T. Mason	0.20	Telephone conference with legal teams re Uniti settlement.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/20	Margaret Reiney	2.90	Telephone conference with DPW, PW and K&E re definitive document status (.2); review and revise 9019 objection materials (1.9); research re mediation dates (.4); correspond with PJT and K&E team re same (.4).
04/10/20	Tommy Scheffer	3.50	Correspond with PA DEP and FBT, K&E teams re settlement agreement, 9019 materials (.5); review and revise 9019 materials (1.9); correspond and telephone conferences with DPW, RG, PW, K&E teams re settlement agreement documentation (.3); correspond with K&E team re objection to settlement (.2); analyze same (.2); correspond with PJT, K&E teams re Leone declaration (.4).
04/10/20	Ravi Subramanian Shankar	0.50	Telephone conference with Company re case status.
04/10/20	Jenna Marie Stupar	0.30	Review and analyze issues re potential adversary matter.
04/10/20	Gregory Tsonis	2.80	Review and analyze background documents/pleadings in connection with litigation claims.
04/10/20	Brad Weiland	0.90	Review and analyze litigation and discovery schedule and next steps re same (.6); correspond with K&E team re depositions and discovery (.3).
04/11/20	Carolyn E. Brown	2.30	Review and analyze deposition testimony re exhibit E of master lease.
04/11/20	Paul D. Clement, P.C.	0.50	Review District Court decision (.3); correspond re appeal (.2).
04/11/20	Uzo Dike	0.50	Correspond with Company re discovery materials.
04/11/20	Cassandra E. Fenton	0.60	Analyze materials re master lease.
04/11/20	Julia D. Harper	5.80	Review documents to draft materials re changes in fair market value calculation.
04/11/20	Julia D. Harper	0.60	Revise materials with fair market value language.
04/11/20	Stephen E. Hessler, P.C.	0.80	Telephone conference and correspond with K&E team re critical vendor order (.5); telephone conference and correspond with Company re same (.3).
04/11/20	Richard U. S. Howell, P.C.	1.30	Prepare and review correspondence re open litigation issues.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/20	Carolyn E. Brown	1.40	Review and analyze deposition testimony re Exhibit E of master lease
04/12/20	Julia D. Harper	2.50	Revise materials re changes made to renewal rent methodology.
04/13/20	Carolyn E. Brown	7.00	Review and analyze deposition testimony re exhibit E of master lease.
04/13/20	Adam Collins	3.50	Compile and organize materials re exhibit E time line.
04/13/20	Uzo Dike	1.30	Revise case calendar (.8); update case files (.5).
04/13/20	Joseph Dobrowski	0.30	Revise case files re case materials.
04/13/20	Cassandra E. Fenton	5.70	Coordinate deposition scheduling (.6); analyze documents re settlement (3.9); draft summary re same (1.2).
04/13/20	Yates French	2.50	Coordinate production of documents (.5); prepare for upcoming depositions (.9); prepare for and participate in telephone conference with K&E team re settlement (1.1).
04/13/20	Stephen E. Hessler, P.C.	0.30	Participate telephonically in Uniti settlement update telephone conference.
04/13/20	Richard U. S. Howell, P.C.	3.50	Prepare and review correspondence and other materials in preparation for depositions and 9019 hearing (2.8); telephone conference with K&E team re same (.3); review draft documents and provide comments to same (.4).
04/13/20	Marc Kieselstein, P.C.	1.60	Review open issues (.8); consider additional issues for potential trial (.8).
04/13/20	Ravi Subramanian Shankar	1.00	Review and analyze third-party indemnification request (.8); correspond with Company re same (.2).
04/13/20	Brad Weiland	0.70	Review and analyze litigation and potential trial items (.5); correspond with K&E team re same (.2).
04/14/20	Carolyn E. Brown	9.10	Review and analyze deposition testimony re exhibit E of master lease (8.5); draft requests for admission (.6).
04/14/20	Adam Collins	4.50	Compile proofs of claim (3.5); assist with finalizing contact list (1.0).
04/14/20	Uzo Dike	0.80	Update case calendar (.6); correspond with K&E team re same (.2).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/20	Joseph Dobrowski	0.40	Revise case files re case materials.
04/14/20	Cassandra E. Fenton	2.00	Analyze documents and prepare for depositions (1.3); analyze documents and prepare for 9019 hearing (.7).
04/14/20	Julia D. Harper	1.00	Review deposition transcripts for statements re renewal rent.
04/14/20	Richard U. S. Howell, P.C.	8.60	Review draft pleadings and provide comments to same (.7); telephone conferences re open settlement and 9019 hearing issues (1.5); prepare and review correspondence re 9019 hearing issues and settlement issues (1.3); review materials in preparation for T. Thomas deposition (1.5); prepare and review correspondence re open discovery issues (.4); prepare for and attend telephone conferences re additional open litigation issues (1.0); review materials re same (2.2).
04/14/20	Marc Kieselstein, P.C.	1.50	Consider open settlement issues, potential pivot to trial, possible resolutions of Exhibit E issues.
04/14/20	Margaret Reiney	5.40	Telephone conference with Company and K&E team (.3); research re lien issue (4.2); research and draft settlement agreement language for creditor communications (.9).
04/14/20	Brad Weiland	1.10	Review and analyze litigation and discovery items (.3); review and analyze exclusivity objections (.8).
04/15/20	Joseph Dobrowski	1.30	Revise case files re case materials.
04/15/20	Cassandra E. Fenton	0.60	Analyze documents and prepare for 9019 hearing.
04/15/20	Yates French	2.20	Prepare for upcoming depositions.
04/15/20	Julia D. Harper	3.90	Review deposition transcripts for testimony re renewal rent.
04/15/20	Richard U. S. Howell, P.C.	5.30	Review materials and prepare for telephone conference re appeal of critical vendors motion ruling (1.3); telephone conferences re Uniti settlement and related issues (1.2); prepare and review correspondence re same (2.8).
04/15/20	Marc Kieselstein, P.C.	1.50	Review open issues (.4); review Exhibit E in trial context (.4); review exclusivity reply (.7).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/15/20	Francis Petrie	2.80	Correspond re mediation logistics and settlement status (1.3); telephone conference with K&E, DPW, PW teams re settlement definitive documentation check in telephone conference (.3); draft creditor correspondence re mediation (.7); correspond with parties re Uniti settlement status (.5).
04/15/20	Margaret Reiney	5.00	Draft mediation issues presentation (2.7); revise same (1.2); correspond with K&E team re same (.7); revise mediation materials (.4).
04/15/20	Harker Rhodes	1.10	Review district court opinion (.8); telephone conference with R. Howell and J. Luze re case background (.3).
04/15/20	Jenna Marie Stupar	0.20	Review and analyze documents re potential adversary matter.
04/15/20	Brad Weiland	1.10	Review and analyze potential litigation and trial items (.6); correspond with K&E team re same (.5).
04/16/20	Cassandra E. Fenton	4.30	Analyze documents and prepare for 9019 hearing (3.6); analyze documents and prepare for depositions (.7).
04/16/20	Yates French	2.20	Prepare for upcoming depositions (.9); coordinate 9019 schedule (.5); research re parol evidence rule (.8).
04/16/20	Stephen C. Hackney, P.C.	1.00	Prepare for and attend conference with K&E team re settlement status.
04/16/20	Stephen E. Hessler, P.C.	3.00	Telephone conference with K&E team, Company and PJT re mediation issues list (.5); telephone conference with K&E team, Company and PJT re meditation pre-telephone conference (.5); telephone conference with K&E team, Company and PJT re Uniti mediation (1.0); telephone conference and correspond with K&E team and Company re mediation next steps (1.0).
04/16/20	Richard U. S. Howell, P.C.	6.20	Telephone conferences re open Uniti settlement and 9019 issues (3.0); prepare and review correspondence re same (2.2); review draft documents and provide comments to same (1.0).
04/16/20	Marc Kieselstein, P.C.	2.50	Telephone conferences re next steps, mediation issues list (1.1); revise opening in event of pivot to trial (1.4).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/20	Margaret Reiney	0.90	Revise mediation materials (.6); correspond with K&E team re same (.3).
04/16/20	Ravi Subramanian Shankar	0.40	Prepare for and attend conference with K&E team re Uniti adversary proceeding.
04/16/20	Michael B. Slade	0.50	Telephone conference with K&E team re trial prep.
04/16/20	Gregory Tsonis	3.10	Review and analyze documents re litigation.
04/17/20	Adam Collins	2.50	Compile and organize T. Thomas 9019 deposition documents.
04/17/20	Uzo Dike	0.60	Coordinate preparation of updated 9019 deposition preparation binders with C. Fenton and A. Collins (.4); correspond with K&E team re video conference logistics (.2).
04/17/20	Joseph Dobrowski	1.00	Revise case files re case materials.
04/17/20	Cassandra E. Fenton	0.60	Coordinate deposition preparation.
04/17/20	Yates French	3.20	Prepare for upcoming depositions (1.7); coordinate 9019 schedule (.9); research re parol evidence rule (.6).
04/17/20	Richard U. S. Howell, P.C.	9.30	Telephone conferences re open Uniti settlement issues, backstop commitment hearing and 9019 hearing (1.6); prepare and review correspondence re same (3.5); review materials re same (4.2).
04/17/20	Marc Kieselstein, P.C.	1.80	Review of remaining open issues in light of 4/20 deadline.
04/18/20	Richard U. S. Howell, P.C.	0.80	Telephone conference re open Uniti settlement and 9019 issues (.3); prepare and review correspondence re same (.5).
04/19/20	Carolyn E. Brown	11.40	Research and analyze case law re mutual mistake and parol evidence (8.1); draft memorandum re same (3.3).
04/19/20	Yates French	4.50	Prepare for upcoming depositions (2); review and revise hearing materials (2.5).
04/19/20	Richard U. S. Howell, P.C.	2.80	Review materials in preparation for depositions and 9019 hearing.
04/19/20	Ravi Subramanian Shankar	0.30	Correspond with R. Howell re Uniti adversary strategy.
04/20/20	Carolyn E. Brown	0.30	Prepare for and attend office conference with K&E team re litigation strategy.
04/20/20	Adam Collins	0.30	Attend conference with K&E team.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/20	Uzo Dike	3.70	Revise case calendar (.8); correspond with Y. French re revised 9019 deposition and deposition preparation schedule (.3); coordinate and prepare T. Thomas deposition preparation binder (.7); coordinate logistics re A. Wells deposition preparation (.7); correspond with K&E team re same (.3); prepare for and participate in telephone conference with K&E team re trial and 9019 hearing preparation (.4); assist with preparation of Uniti settlement documents (.5).
04/20/20	Joseph Dobrowski	0.10	Revise case files re case materials.
04/20/20	Cassandra E. Fenton	6.60	Prepare for and participate in office conference with K&E team re strategy (1.2); analyze documents in preparation for depositions (3.3); analyze documents in preparation for hearing (2.1).
04/20/20	Yates French	3.20	Review and revise draft declarations (.7); prepare for upcoming depositions (2.5).
04/20/20	Pratik K. Ghosh	0.50	Conference with K&E team re case status and trial preparation.
04/20/20	Susan D. Golden	0.60	Telephone conference with S. Hessler, B. Weiland and K&E team re status of settlement discussions (.4); telephone conference and correspond with M. Miller re extension of deadlines (.2).
04/20/20	Richard U. S. Howell, P.C.	8.90	Review materials in preparation for depositions in 9019 hearing (1.7); review and provide comments to draft documents (2.6); prepare and review correspondence re open issues related to Uniti settlement and 9019 litigation (1.6); telephone conferences re same (3.0).
04/20/20	Harker Rhodes	0.30	Review case-initiating paperwork and determine appellate timing.
04/20/20	Ravi Subramanian Shankar	0.30	Attend telephone conference with K&E team re Uniti adversary.
04/20/20	Michael B. Slade	0.50	Telephone conference with K&E team re trial issues.
04/20/20	Gregory Tsonis	0.30	Telephone conference re case status.
04/21/20	Carolyn E. Brown	0.20	Attend telephone conference re litigation strategy in contested claims.



Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/20	Adam Collins	4.00	Compile and organize N. Leone and A. Wells deposition preparation materials.
04/21/20	Uzo Dike	0.70	Prepare for and coordinate logistics re T. Thomas deposition preparation (.5); correspond with Sandline Discovery re e-discovery invoices (.2).
04/21/20	Joseph Dobrowski	0.40	Revise case files re case materials.
04/21/20	Cassandra E. Fenton	6.10	Participate in office conference with R. Howell and Y. French re deposition preparation (1.0); prepare for and participate in deposition preparation (2.3); analyze documents re depositions (2.5); coordinate deposition logistics (.3).
04/21/20	Yates French	5.50	Prepare for and attend witness preparation session (2.0); coordinate scheduling of upcoming depositions (.5); review and revise amended scheduling order (1.1); review and revise witness declarations (1.9).
04/21/20	Richard U. S. Howell, P.C.	10.70	Telephone conferences re 9019 hearing and final settlement documentation (2.8); prepare and review correspondence re same (2.0); review draft declarations (1.8); review binders of materials in preparation for depositions of A. Wells, Elliot Management 30(b)(6), T. Thomas and N. Leone (3.3); attend telephonic hearing (partial) (.8).
04/21/20	Tommy Scheffer	1.30	Correspond with K&E team re settlement objection materials (.7); correspond with K&E team re Leone declaration (.6).
04/21/20	Brad Weiland	0.80	Review and analyze litigation and discovery scheduling items (.4); correspond with Y. French and K&E team re same (.4).
04/22/20	Adam Collins	1.00	Compile and organize N. Leone and A. Wells deposition preparation materials.
04/22/20	Uzo Dike	1.20	Correspond with Sandline PM team re production matters (.4); correspond with counsel re 9019, backstop issues and Uniti settlement (.4); coordinate A. Wells deposition preparation with Company and NRF (.4).
04/22/20	Joseph Dobrowski	1.20	Revise case files re case materials.
04/22/20	Cassandra E. Fenton	1.50	Analyze and prepare for depositions.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/20	Yates French	8.00	Prepare for and attend office conference with objecting parties re discovery and scheduling order (2.2); coordinate deposition schedule (1.1); prepare for upcoming depositions (4.7).
04/22/20	Richard U. S. Howell, P.C.	5.50	Telephone conferences re open litigation issues re 9019 hearing (1.5); review materials re same (1.8); prepare and review correspondence re Uniti settlement and related issues (1.5); review draft documents and provide comments to same (.7).
04/22/20	Marc Kieselstein, P.C.	0.80	Review 9019 issues.
04/22/20	Margaret Reiney	1.20	Review and revise 9019 reply.
04/22/20	Brad Weiland	0.90	Correspond and telephone conferences with K&E team re litigation and discovery schedule (.5); review and analyze scheduling order re same (.4).
04/23/20	Uzo Dike	4.50	Prepare for A. Wells deposition preparation meeting (.5); coordinate logistics re same (.8); conference with C. Fenton and Y. French re same (.3); conference with court reporter re deposition logistics (.5); coordinate assembly of Windstream and PJT documents for production (.7); correspond with Sandline PM team summarizing productions (.4); correspond with counsel re production materials (.6); revise case calendar (.7).
04/23/20	Joseph Dobrowski	0.10	Revise case files re case materials.
04/23/20	Cassandra E. Fenton	4.30	Participate in meeting with R. Howell and Y. French re deposition preparation (.5); prepare for and participate in deposition preparation (3.8).
04/23/20	Yates French	8.50	Prepare for and attend witness preparation session (2.5); coordinate deposition schedule (.7); prepare for upcoming depositions (2.1); office conference with opposing counsel (1.0); review documents re upcoming 9019 hearing (1.3); attend telephone conference with M. Kieselstein and financial advisors (.9).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/20	Richard U. S. Howell, P.C.	10.20	Review materials in preparation for A. Wells deposition (1.4); prepare for and attend conference with A. Wells for deposition preparation (3.3); telephone conferences re 9019 litigation and related issues (2.5); prepare and review correspondence re same (1.1); review settlement documents (1.2); review draft declarations (.7).
04/23/20	Margaret Reiney	0.80	Review and revise 9019 reply.
04/23/20	Brad Weiland	0.80	Review and analyze litigation and discovery items and correspond with working group re same.
04/24/20	Uzo Dike	2.70	Coordinate logistics re depositions of A. Wells and J. Weber (.8); prepare for A. Wells and J. Weber depositions (.6); research re privileged materials and prepare spreadsheet re same (1.3).
04/24/20	Joseph Dobrowski	0.20	Revise case files re case materials.
04/24/20	Cassandra E. Fenton	12.70	Participate in deposition of A. Wells (9.6); analyze document production (2.4); draft summary re document production (.7).
04/24/20	Yates French	9.80	Prepare for and attend A. Wells deposition.
04/24/20	Richard U. S. Howell, P.C.	8.60	Prepare for and attend deposition of J. Weber (5.2); review materials in preparation for depositions of N. Leone and T. Thomas (2.0); telephone conferences re open issues re 9019 hearing (.8); prepare and review correspondence re same (.6).
04/24/20	Marc Kieselstein, P.C.	1.50	Review issues re settlement.
04/24/20	Margaret Reiney	2.80	Review and revise BCA/9019 declaration (.2); correspond with K&E and PJT teams re same (.3); research local rules re declaration (.4); review and revise 9019 reply (1.9).
04/24/20	Tommy Scheffer	1.20	Review and revise 9019 reply (.7); correspond with K&E team re same (.5).
04/24/20	Ravi Subramanian Shankar	0.50	Prepare for telephone conference with K&E team re case strategy.
04/24/20	Gregory Tsonis	3.30	Review and analyze documents re Bull and Saetec matters.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/20	Brad Weiland	2.70	Correspond re depositions with K&E team (.7); review and analyze scheduling order and status re same (.4); review and analyze litigation and discovery items and strategy re same (.9); correspond and telephone conferences with K&E team re same (.4); correspond with K&E team re contested hearing items (.3).
04/25/20	Uzo Dike	4.60	Correspond with K&E team re hearing logistics (.3); correspond with K&E team re N. Leone deposition preparation binder (.9); correspond with vendor re A. Wells deposition transcript (.5); assemble Uniti settlement materials (.4); research re privilege log (2.0); correspond with C. Fenton and Sandline PM team re revisions and potential privilege coding panel (.5).
04/25/20	Cassandra E. Fenton	1.10	Analyze and draft summary re document production.
04/25/20	Yates French	4.00	Prepare for upcoming depositions.
04/25/20	Stephen E. Hessler, P.C.	1.30	Telephone conference and correspond with K&E team re Wells deposition (.3); telephone conference and correspond with K&E team re settlement (.5); telephone conference and correspond with K&E team and Company re next steps (.5).
04/25/20	Richard U. S. Howell, P.C.	1.80	Telephone conferences re open items re 9019 hearing (.7); prepare and review correspondence re same (.3); review materials in preparation for N. Leone and T. Thomas depositions (.8).
04/26/20	Uzo Dike	1.30	Coordinate logistics re N. Leone deposition preparation session (.5); research re preparation of privilege log (.8).
04/26/20	Cassandra E. Fenton	3.70	Prepare for and participate in deposition preparation of witness.
04/26/20	Yates French	5.70	Prepare for upcoming depositions.
04/26/20	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K&E team re settlement (.5); telephone conference and correspond with K&E team re CAP executed engagement letter (.5); telephone conference and correspond with K&E team and Company re next steps (.5).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029137

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/20	Richard U. S. Howell, P.C.	6.20	Conference to prepare for deposition of N. Leone (3.0); review materials re same (1.4); prepare and review correspondence re open issues for 9019 hearing (1.2); telephone conferences re same (.6).
04/27/20	Adam Collins	1.50	Update master production log re materials produced.
04/27/20	Uzo Dike	5.30	Prepare materials for T. Thomas deposition prep (.8); coordinate logistics re N. Leone deposition (.4); collect deposition transcripts and circulate same to K&E team and Company (1.0); research and analyze materials re privilege log (1.6); correspond with C. Fenton re same (.3); Prepare for N. Leone deposition (1.2).
04/27/20	Joseph Dobrowski	2.70	Revise case files and network re newly received case materials.
04/27/20	Cassandra E. Fenton	6.60	Prepare for and participate in deposition preparation (2.0); analyze and draft response to discovery letter (1.2); coordinate deposition logistics (.3); analyze and prepare documents for hearing (3.1).
04/27/20	Yates French	11.50	Prepare for and attend N. Leone deposition (6.8); draft discovery correspondence (1.8); review and revise witness declarations (2.9).
04/27/20	Richard U. S. Howell, P.C.	10.80	Review A. Wells deposition transcript (2.3); prepare for and attend witness preparation session (2.5); prepare and review correspondence re open litigation items re 9019 hearing (1.3); telephone conferences re same (1.0); review and revise draft declarations (2.2); review draft pleadings and provide comments re same (1.5).
04/27/20	Marc Kieselstein, P.C.	1.50	Review Wells deposition, consider issues (.7); review Leone deposition (.8).
04/27/20	Ravi Subramanian Shankar	0.50	Review and analyze disclosure statement materials.
04/27/20	Brad Weiland	1.40	Review and analyze discovery and litigation items (.4); prepare for and participate in telephone conference re depositions with working group (.5); review and analyze materials re objections to motions and draft replies re same (.5).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/20	Carolyn E. Brown	5.40	Review and summarize previous declarations by witnesses (2.9); review and revise declaration of A. Wells (2.5).
04/28/20	Megan Buenviaje	0.30	Coordinate preparation of deposition exhibits.
04/28/20	Uzo Dike	5.70	Prepare for N. Leone deposition and coordinate logistics re same (1.1); correspond with Y. French and C. Fenton re same (.3); prepare materials for M. Wallace deposition (.7); revise index of materials for review (1.6); collect deposition transcripts and circulate same to K&E team and Company (.5); prepare, review and file stipulated amended scheduling order re 9019 and BCA motions (1.1); prepare for and participate in telephone conference with S. Golden, M. Miller and E. Andino re video logistics for May 7th hearing (.4).
04/28/20	Joseph Dobrowski	1.40	Revise case files re newly received case materials.
04/28/20	Cassandra E. Fenton	9.90	Prepare for and attend deposition of T. Thomas (9.3); draft summary of same (.6).
04/28/20	Cassandra E. Fenton	0.10	Review correspondence re depositions.
04/28/20	Yates French	8.00	Draft discovery correspondence (1.2); office conference with opposing counsel (1.8); prepare for upcoming depositions (3); prepare for upcoming hearings (2).
04/28/20	Susan D. Golden	0.50	Telephone conferences with E. Andino, Y. French, U. Dike, M. Miller re tech logistics for 9019 hearing on May 7.
04/28/20	Julia D. Harper	3.90	Review Wells deposition and prepare mock cross-examination.
04/28/20	Stephen E. Hessler, P.C.	0.30	Telephone conference and correspond with K&E team re settlement letter.
04/28/20	Richard U. S. Howell, P.C.	13.40	Prepare for and defend deposition of T. Thomas (9.0); review A. Wells and N. Leone deposition transcripts (1.3); telephone conferences re open issues for 9019 hearing (1.0); prepare and review correspondence re same (1.5); review draft pleadings and provide comments to same (.6).
04/28/20	Marc Kieselstein, P.C.	1.00	Review Leone dep, Thomas dep.
04/28/20	Brad Weiland	0.80	Correspond and telephone conferences re litigation and discovery items.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/20	Anthony Abate	0.50	Compile case docket re settlement.
04/29/20	Anthony Abate	0.30	Draft notice of filing of ancillary documents re settlement.
04/29/20	Carolyn E. Brown	1.90	Review and analyze declarations and depositions of A. Wells, T. Thomas and N. Leone.
04/29/20	Megan Buenviaje	0.50	Coordinate preparation of deposition exhibits.
04/29/20	Adam Collins	4.50	Review and compile exhibits for declarations.
04/29/20	Uzo Dike	3.50	Telephone conference with E. Andino and SDNY technology staff re logistics for May 7 hearing (.8); correspond with K&E team re same (.4); coordinate collection of deposition transcripts and circulate same to K&E team and Company (.6); coordinate and manage case materials (.8); review and revise A. Wells direct exam declaration (.9).
04/29/20	Joseph Dobrowski	3.40	Revise case files and network re newly received case materials (1.6); revise fields in Relativity deposition exhibits database (1.8).
04/29/20	Cassandra E. Fenton	5.20	Participate in telephone conference re strategy (1.0); analyze settlement documents (1.6); draft and revise documents re hearing preparation (2.3); participate in telephone conference re depositions (.3).
04/29/20	Yates French	7.50	Review and revise witness declarations (3.5); attend telephone conference with chambers (1.1); prepare for upcoming hearings (2.9).
04/29/20	Pratik K. Ghosh	3.70	Review and analyze settlement agreement and stipulations re same (1.0); correspond with H. Hockberger re same (.2); research and analyze case law and rules re same (1.0); draft summary and analysis of issues re same (1.5).
04/29/20	Julia D. Harper	2.80	Review Wells deposition and prepare mock cross-examination.
04/29/20	Stephen E. Hessler, P.C.	1.30	Telephone conference and correspond with K&E team and Company re work in process.
04/29/20	Harry W. Hild	1.00	Draft and file notice of appearance and other documents in Second Circuit case.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/20	Richard U. S. Howell, P.C.	10.00	Prepare for and attend deposition of M. Wallace (5.7); telephone conferences re issues related to 9019 hearing (1.5); review materials in preparation for same (.9); prepare and review correspondence re open litigation issues in advance of 9019 hearing (1.9).
04/29/20	Harker Rhodes	0.50	Review notice of appearance and docketing acknowledgment (.3); correspond with K&E team re same (.2).
04/29/20	Brad Weiland	1.70	Review and revise materials re litigation and discovery, including depositions and replies (.6); correspond and telephone conference with working groups re same (1.1).
04/30/20	Carolyn E. Brown	10.00	Review and analyze depositions and declarations of T. Thomas, N. Leone and A. Wells (4.2); draft reply brief in support of debtors' 9019 motion (5.8).
04/30/20	Megan Buenviaje	0.50	Coordinate preparation of deposition exhibits.
04/30/20	Adam Collins	9.00	Review and compile exhibits for declarations (5.2); review and revise hearing exhibit list (3.0); assist with finalizing deposition preparations (.8).
04/30/20	Uzo Dike	2.70	Research SDNY bankruptcy rules re notary guidelines (.4); correspond with K&E team re May 7 hearing logistics (.4); prepare for 9019/BCA hearing and potential exhibits (1.4); correspond with Y. French, C. Fenton and A. Collins re same (.5).
04/30/20	Joseph Dobrowski	3.80	Revise case materials (2.4); revise fields in deposition exhibits database (1.4).
04/30/20	Cassandra E. Fenton	5.30	Participate in telephone conference re strategy (1.0); analyze and review documents in preparation for hearing (2.2); draft and revise hearing preparation documents (2.1).
04/30/20	Yates French	9.50	Prepare for upcoming hearing (4.9); review and revise draft witness declarations (2.1); coordinate hearing schedule and logistics (2.5).
04/30/20	Pratik K. Ghosh	3.70	Review and analyze settlement agreement and stipulations re same (1.0); correspond with H. Hockberger re same (.2); research and analyze case law and rules re same (1.0); draft summary and analysis of issues re same (1.5).



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029137

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/20	Susan D. Golden	1.00	Telephone conference with B. Weiland, R. Howell, Y. French re logistics and strategy for 9019 hearing (.5); correspond with Y. French, White & Case, Davis Polk teams re 9019 hearing (.5).
04/30/20	Julia D. Harper	3.00	Revise 9019 reply brief.
04/30/20	Harry W. Hild	1.00	File notice of appearance, monitor acceptance, file docket acknowledgment.
04/30/20	Richard U. S. Howell, P.C.	9.20	Review and provide comments to draft pleadings (3.3); telephone conferences re open issues for 9019 hearing (1.4); review deposition transcripts and additional materials in preparation for hearing (2.4); prepare and review correspondence re open items for 9019 hearing and backstop agreement hearing (1.6); prepare and review correspondence re recharacterization trial (.3); telephone conference same (.2).
04/30/20	Marc Kieselstein, P.C.	2.50	Review various arguments and factual issues from deps and responses.
04/30/20	Ravi Subramanian Shankar	0.10	Conference with R. Howell re Uniti adversary strategy.
04/30/20	Gregory Tsonis	2.60	Research and analyze precedent re litigation claims.
04/30/20	Brad Weiland	2.40	Prepare for litigation re settlement and backstop (1.3); telephone conference with K&E team re same (.4); follow up re same (.2); correspondence re discovery and depositions with K&E team (.3); review and analyze same (.2).
<b>Total</b>		<b>910.60</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029138**

**Client Matter: 24706-8**

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**In the Matter of Automatic Stay Matters**

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 6,526.50

Total legal services rendered

\$ 6,526.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Automatic Stay Matters

Invoice Number: 1050029138  
 Matter Number: 24706-8

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	0.90	740.00	666.00
Chris Ceresa	7.70	610.00	4,697.00
Hannah Kupsky	0.60	340.00	204.00
Carrie Therese Oppenheim	0.30	445.00	133.50
Francis Petrie	0.30	845.00	253.50
Margaret Reiney	0.80	610.00	488.00
Trudy Smith	0.10	845.00	84.50
<b>TOTALS</b>	<b>10.70</b>		<b>\$ 6,526.50</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Automatic Stay Matters

Invoice Number: 1050029138  
 Matter Number: 24706-8

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/06/20	Spencer Caldwell-McMillan	0.50	Revise stay settlement (.4); correspond with Company re settlement (.1).
04/07/20	Spencer Caldwell-McMillan	0.40	Revise stay settlement motion and correspond with counsel for claimant re same.
04/07/20	Margaret Reiney	0.60	Telephone conference with K&E team and Company re automatic stay issues.
04/09/20	Carrie Therese Oppenheim	0.30	Draft notice of adjournment re Shubert stay motion.
04/13/20	Margaret Reiney	0.20	Review agenda for Company telephone conference re automatic stay issues.
04/15/20	Francis Petrie	0.30	Correspond with K&E team re automatic stay issues.
04/15/20	Trudy Smith	0.10	Correspond with K&E team re automatic stay issues.
04/23/20	Chris Ceresa	1.70	Draft, review and revise stipulation and agreed order re setoff with Arrow (1.6); correspond with S. Caldwell-McMillan re same (.1).
04/27/20	Chris Ceresa	2.50	Review, draft and revise stipulation and agreed order to lift stay re Illinois taxing authority (2.3); correspond with K&E team and N. Warther re same (.2).
04/27/20	Hannah Kupsky	0.60	Compile materials re automatic stay stipulations.
04/28/20	Chris Ceresa	2.00	Draft and revise settlement agreement with Florida Department of Revenue (1.8); correspond with N. Warther re same (.2).
04/29/20	Chris Ceresa	0.30	Telephone conference with N. Warther re open issues in Florida tax settlement.
04/30/20	Chris Ceresa	1.20	Revise setoff motion re Arrow settlement (.9); correspond with Company, K&E team and S. Caldwell-McMillan re same (.3).
<b>Total</b>		<b>10.70</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029139**  
**Client Matter: 24706-10**

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## In the Matter of Business Operations

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 17,006.00

Total legal services rendered

\$ 17,006.00

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Business Operations

Invoice Number: 1050029139  
 Matter Number: 24706-10

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	3.50	740.00	2,590.00
Neda Davanipour	1.20	845.00	1,014.00
Tiffany T. Mason	4.30	740.00	3,182.00
Francis Petrie	8.80	845.00	7,436.00
Margaret Reiney	2.80	610.00	1,708.00
Brad Weiland	0.80	1,345.00	1,076.00
<b>TOTALS</b>	<b>21.40</b>		<b>\$ 17,006.00</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029139

Windstream Holdings, Inc.

Matter Number:

24706-10

Business Operations

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Francis Petrie	1.10	Participate in attend project management session (.7); review and revise materials re same (.4).
04/02/20	Spencer Caldwell-McMillan	1.50	Review customer issues (.5); review utilities order for customer (.5); correspond with C. Ceresa re same (.5).
04/03/20	Spencer Caldwell-McMillan	0.50	Prepare for and attend telephone conference with J. Luze and Company re customer issues.
04/07/20	Spencer Caldwell-McMillan	1.50	Correspond with C. Ceresa re customer payment issues and related operational questions (.2); review operational issues and correspondence (.5); telephone conference with C. Ceresa re customer payment issues (.4); prepare for and attend telephone conference with customer and debtor attorney (.4).
04/07/20	Francis Petrie	1.60	Telephone conference with Windstream team re business issues and lien treatment.
04/09/20	Brad Weiland	0.80	Review and analyze regulatory business issues and materials for presentation re same.
04/13/20	Margaret Reiney	0.40	Revise materials re project management session.
04/14/20	Francis Petrie	1.40	Telephone conference with Company re bankruptcy business issues (.4); research re liens (.5); research re insurance proceeds (.5).
04/15/20	Francis Petrie	1.40	Participate in project management session (.3); correspond with K&E team re mechanics liens (.5), review research materials re same (.6).
04/15/20	Margaret Reiney	0.20	Correspond with A&M re project management materials.
04/15/20	Margaret Reiney	1.50	Research re UCC liens (1.3); correspond with F. Petrie re same (.2).
04/17/20	Francis Petrie	1.90	Review and revise correspondence re property liens (.8); correspond with Company, K&E team re same (.3); review and revise settlement and release (.5); correspond with K&E team, Company re same (.3).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029139

Windstream Holdings, Inc.

Matter Number:

24706-10

Business Operations

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/20	Neda Davanipour	1.20	Review analyze various vendor related issues (.6); correspond with K&E team re EarthLink related issues (.6).
04/20/20	Tiffany T. Mason	3.00	Review materials re remedies for equipment lessors issues.
04/23/20	Tiffany T. Mason	1.30	Research re reclamation demands.
04/23/20	Francis Petrie	1.40	Review and revise materials re reclamation, leased equipment (1.1); correspond with Company re same (.3).
04/27/20	Margaret Reiney	0.70	Review and revise materials for project management meeting (.5); correspond with K&E team and A&M re same (.2).

**Total** **21.40**



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029140**  
**Client Matter: 24706-11**

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## In the Matter of Case Administration

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 18,067.50

Total legal services rendered

\$ 18,067.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Case Administration

Invoice Number: 1050029140  
 Matter Number: 24706-11

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.40	340.00	816.00
Susan D. Golden	1.70	1,175.00	1,997.50
Hannah Kupsky	0.30	340.00	102.00
Carrie Therese Oppenheim	10.40	445.00	4,628.00
Francis Petrie	7.70	845.00	6,506.50
Margaret Reiney	6.00	610.00	3,660.00
Leo Rosenberg	1.30	275.00	357.50
<b>TOTALS</b>	<b>29.80</b>		<b>\$ 18,067.50</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Case Administration

Invoice Number: 1050029140  
 Matter Number: 24706-11

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Carrie Therese Oppenheim	0.50	Draft notice of May 7 hearing (.2); draft notice of cancellation re April 3 hearing (.2); revise notice of omnibus hearing dates (.1).
04/06/20	Anthony Abate	1.50	Prepare, revise, file and serve notice of adjournment re Uniti settlement.
04/06/20	Margaret Reiney	1.30	Review and revise weekly work in process materials (1.1); correspond with K&E team re same (.2).
04/07/20	Francis Petrie	0.60	Telephone conference with K&E team re work in process.
04/07/20	Margaret Reiney	1.10	Revise work in process materials.
04/07/20	Leo Rosenberg	0.50	Prepare docket report.
04/09/20	Anthony Abate	0.40	Prepare, file and serve notice of scheduled omnibus hearings and notice of adjournment of Shubert stay motion.
04/09/20	Carrie Therese Oppenheim	0.80	Draft April 21 hearing agenda (.4); revise notice of scheduled omnibus hearing (.3); correspond with K&E team re same (.1).
04/09/20	Francis Petrie	0.80	Correspond re filing of notices of omnibus hearing (.5); revise agenda (.1); correspond with K&E team re hearings (.2).
04/10/20	Francis Petrie	0.40	Revise agenda (.2); correspond with chambers re same (.2).
04/10/20	Leo Rosenberg	0.30	Prepare docket update.
04/13/20	Francis Petrie	1.10	Correspond re filing of notices of omnibus hearing (.5); revise agenda (.1); correspond re hearings (.2); review and revise work in process materials (.3).
04/13/20	Margaret Reiney	0.90	Revise work in process materials.
04/14/20	Carrie Therese Oppenheim	0.70	Revise April 21 hearing agenda.
04/14/20	Margaret Reiney	0.30	Revise weekly work in process materials.
04/16/20	Carrie Therese Oppenheim	1.20	Revise April 21 hearing agenda (.8); arrange attorney appearances for same (.4).
04/16/20	Leo Rosenberg	0.40	Prepare docket update.
04/17/20	Anthony Abate	0.20	Prepare, file, serve supplement to AV&Co. engagement letter.
04/17/20	Anthony Abate	0.30	Review and revise April 21 hearing agenda (.1); prepare, file and serve re same (.2).

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Case Administration

Invoice Number: 1050029140  
 Matter Number: 24706-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/20	Carrie Therese Oppenheim	1.80	Arrange attorney telephonic appearances for April 21 hearing (.6); revise hearing agenda (.7); telephone conference with S. Rochester re status of Katten matters (.2); draft notice of scheduled omnibus hearing dates (.3).
04/17/20	Francis Petrie	1.30	Arrange for filing of revised agenda (.6); correspond with chambers re hearing logistics (.3); correspond with K&E team re upcoming hearing dates (.4).
04/17/20	Margaret Reiney	0.70	Revise work in process materials for new omnibus hearing dates.
04/20/20	Carrie Therese Oppenheim	1.80	Draft amended April 21 hearing agenda (.7); finalize, file same (.8); revise pleading template re order recital updates (.3).
04/20/20	Francis Petrie	0.80	Correspond with Chambers, K&E team re filed documents (.4); review and revise agenda re hearing status (.4).
04/20/20	Leo Rosenberg	0.10	Prepare docket update.
04/21/20	Carrie Therese Oppenheim	0.50	Arrange attorney telephonic appearances re April 21 hearing.
04/21/20	Francis Petrie	2.70	Arrange logistics re hearing (1.2); correspond with K&E team re same (.6); correspond with K&E team, chambers re forms of orders (.9).
04/22/20	Carrie Therese Oppenheim	0.20	Correspond with S. Rochester, K&E team re April 21 hearing transcript.
04/24/20	Susan D. Golden	0.70	Telephone conferences and correspond with D. Li and E. Andino re tech logistics for evidentiary hearing on May 5.
04/24/20	Carrie Therese Oppenheim	2.10	Draft, revise May 7 hearing agenda.
04/25/20	Margaret Reiney	0.20	Review and revise work in process materials.
04/27/20	Carrie Therese Oppenheim	0.30	Coordinate production of Charter trial hearing transcripts.
04/27/20	Margaret Reiney	0.80	Review and revise work in process case materials.
04/28/20	Carrie Therese Oppenheim	0.50	Telephone conference with K&E team re work in process (.3); revise May 7 hearing agenda (.2).
04/28/20	Margaret Reiney	0.70	Review and revise weekly work in process materials (.3); telephone conference with K&E team re same (.4).
04/29/20	Hannah Kupsky	0.30	Prepare notice of filing.

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Case Administration

Invoice Number: 1050029140  
Matter Number: 24706-11

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/20	Susan D. Golden	1.00	Telephone conferences with Y. French, M. Byrne, D. Li, and M. Miller re scheduling of 9019 and disclosure statement hearing dates and evidentiary logistics.
<b>Total</b>		<b>29.80</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029141**

**Client Matter: 24706-12**

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**In the Matter of Cash Collateral/Cash Mgmt/DIP Fin.**

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 46,653.00

Total legal services rendered

\$ 46,653.00

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Cash Collateral/Cash Mgmt/DIP Fin.

Invoice Number: 1050029141  
 Matter Number: 24706-12

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Tiffany Lang Chau	11.30	255.00	2,881.50
Andrew Hurley	26.80	845.00	22,646.00
Renee M. Prescan	5.30	445.00	2,358.50
P. Paul Rezvani	10.00	1,135.00	11,350.00
Tommy Scheffer	4.10	740.00	3,034.00
Elizabeth Thorne	0.50	965.00	482.50
Brad Weiland	2.90	1,345.00	3,900.50
<b>TOTALS</b>	<b>60.90</b>		<b>\$ 46,653.00</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029141

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	P. Paul Rezvani	0.50	Review correspondence from Cortland re agency replacement.
04/01/20	Brad Weiland	1.20	Review and analyze debt finance agent issues (.6); correspond and telephone conference with PJT re financing process (.6).
04/02/20	P. Paul Rezvani	1.00	Review exit financing timeline (.5); telephone conference with Company and PJT re rating agency presentations and exit financing timeline (.5).
04/02/20	Brad Weiland	1.00	Review and analyze exit financing items and correspond and telephone conference re same with Company, PJT, K&E teams.
04/08/20	Andrew Hurley	0.50	Review correspondence re agency replacement agreement.
04/08/20	Andrew Hurley	0.50	Review correspondence re agency replacement agreement.
04/08/20	Brad Weiland	0.70	Review and analyze financing items (.4); correspond with working group re same (.3).
04/09/20	Andrew Hurley	0.80	Review and analyze KYC (.4); correspond with K&E team re same (.4).
04/09/20	Tommy Scheffer	0.90	Correspond with KT, A&M, K&E teams re KT invoice (.3); correspond with DPW, STB, A&M, K&E teams re reporting documents (.6).
04/09/20	Elizabeth Thorne	0.50	Research for documents and review files for KYC inquiry.
04/13/20	Andrew Hurley	0.50	Correspond with Company re agent replacement.
04/15/20	Andrew Hurley	1.80	Review and revise agency agreement (1.0); correspond re same (.8).
04/15/20	Tommy Scheffer	0.50	Correspond with Bryan Cave, DPW, A&M, K&E teams re Bryan Cave, DPW invoices.
04/16/20	Andrew Hurley	2.50	Review and revise agency replacement agreement (2.0); correspond re same (.5).
04/16/20	P. Paul Rezvani	1.50	Correspond with A. Hurley re agency transfer (.5); review and revise agency resignation and assignment agreement (1.0).



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/20	Tommy Scheffer	0.80	Correspond with SS, A&M, K&E team re TRS invoice (.3); correspond with DPW, STB, A&M, K&E teams re reporting documents (.5).
04/20/20	Tiffany Lang Chau	0.20	Review and analyze processing and review of charters and good standings.
04/20/20	Andrew Hurley	2.30	Review and revise KYC matters (1.0); review and revise successor agreement (1.0); review DACA notice (.3).
04/20/20	Andrew Hurley	0.80	Review and revise successor agent agreement (.5); correspondence re same (.3).
04/20/20	P. Paul Rezvani	1.00	Correspond with A. Hurley re agency replacement matters (.5); correspond with Company re DIP officer certificate (.5).
04/20/20	Tommy Scheffer	0.20	Correspond with SS, A&M, K&E teams re SS invoice.
04/21/20	Andrew Hurley	1.00	Review and revise compliance certificate (.3); correspondence re same (.2); telephone conference and correspondence re same (.2); review and revise KYC matters (.3).
04/21/20	P. Paul Rezvani	1.00	Review and analyze matters re agency replacement agreement (.5); review and analyze matters re DIP officer's certificate (.5).
04/21/20	Tommy Scheffer	0.40	Correspond with STB, A&M, K&E teams re FTI invoice.
04/22/20	Andrew Hurley	3.80	Draft and review compliance certificate (2.0); review and revise fee letter (.8); review and revise fee letter (1.0).
04/22/20	P. Paul Rezvani	1.50	Review and analyze matters re agency transfer.
04/22/20	Tommy Scheffer	0.30	Correspond with KT, A&M, K&E teams re KT invoice.
04/23/20	Tommy Scheffer	0.70	Correspond with DPW, STB, RS, K&E, A&M teams re RS invoice, reporting documents.
04/24/20	Andrew Hurley	1.30	Review and revise agency replacement agreement (1.0); correspond with Company re schedules (.3).
04/24/20	P. Paul Rezvani	1.00	Review and analyze matters re agency replacement.

Legal Services for the Period Ending April 30, 2020

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Matter Number:

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Cash Collateral/Cash Mgmt/DIP Fin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/20	Tommy Scheffer	0.30	Correspond with STB, A&M, K&E teams re STB invoice.
04/27/20	Tiffany Lang Chau	0.80	Review UCC-3 assignments.
04/27/20	Andrew Hurley	3.00	Attention to KYC matters (1.0); review UCCs; review file (1.0); review fee letter and agency agreement (.8); correspond with opposing counsel re KYC (.2).
04/27/20	P. Paul Rezvani	1.00	Attend to matters re agency replacement agreement.
04/28/20	Tiffany Lang Chau	6.30	Draft signature pages (1.0); review and analyze re same (.2); research and review UCC-3 assignments and underlying UCC-1s (4.0); telephone conference re deal details (.5); review and analyze processing and review of good standing (.6).
04/28/20	Andrew Hurley	4.00	Review UCC (1.0); review and revise IP security agreements (1.0); telephone conference re successor agency agreement (1.5); correspond with opposing counsel re agent agreement (.5).
04/28/20	Renee M. Prescan	4.80	Review assignments of IP security interests (.2); check schedules against schedules of recorded documents (1.0); check status and ownership of scheduled IP (1.7); redline assignment schedules (.1); prepare list of all recorded liens with grantor information (1.5); correspond with A. Hurley re same (.3).
04/29/20	Tiffany Lang Chau	3.30	Review and analyze reviewing supplemental UCC-3 assignments and proofing of schedule re same.
04/29/20	Andrew Hurley	2.50	Review and revise successor agent agreement and related materials (1.0); correspond with K&E team, opposing counsel re same (1.5).
04/29/20	Renee M. Prescan	0.50	Correspond with A. Hurley re assignments of IP security interests.
04/29/20	P. Paul Rezvani	1.00	Correspond re matters re agency transfer.
04/30/20	Tiffany Lang Chau	0.70	Compile signature pages and related materials (.5); correspond re same (.2).
04/30/20	Andrew Hurley	1.50	Review and analyze closing matters re successor agent agreement (1.0); review and revise documentation re same (.5).
04/30/20	P. Paul Rezvani	0.50	Review and analyze matters re agency replacement agreement.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

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Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

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**Total**

**60.90**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029142**  
**Client Matter: 24706-13**

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## In the Matter of Claims Administration and Objections

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 135,637.50

Total legal services rendered

\$ 135,637.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Claims Administration and Objections

Invoice Number: 1050029142  
 Matter Number: 24706-13

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Leif Buschmann	6.20	845.00	5,239.00
Spencer Caldwell-McMillan	16.60	740.00	12,284.00
Chris Ceresa	53.00	610.00	32,330.00
Neda Davanipour	14.60	845.00	12,337.00
Cassandra E. Fenton	1.40	835.00	1,169.00
John R. Luze	9.30	1,085.00	10,090.50
Margaret Reiney	6.50	610.00	3,965.00
Brendan E. Ryan	10.40	1,025.00	10,660.00
Ravi Subramanian Shankar	3.40	1,075.00	3,655.00
Trudy Smith	28.20	845.00	23,829.00
Jenna Marie Stupar	17.30	970.00	16,781.00
Gregory Tsonis	3.40	970.00	3,298.00
<b>TOTALS</b>	<b>170.30</b>		<b>\$ 135,637.50</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029142

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Spencer Caldwell-McMillan	1.80	Telephone conferences re claim (.5); review dueling bankruptcy issue (.4); telephone conference re customer claim (.3); review dueling bankruptcy issues (.6).
04/01/20	Chris Ceresa	0.80	Telephone conferences with K&E team and T. Smith re claims issues (.4); correspond with K&E team and J. Luze re same (.4).
04/01/20	John R. Luze	0.80	Conference and correspond with Company re claims administration issues.
04/01/20	Trudy Smith	0.40	Telephone conference with S. Caldwell-McMillan and C. Ceresa re arbitration filing fees (.3); correspond with K&E team re same (.1).
04/02/20	Chris Ceresa	3.70	Draft and revise sixth omnibus claims objection.
04/02/20	Trudy Smith	0.10	Correspond with K&E team and Company re extending response deadline.
04/03/20	Spencer Caldwell-McMillan	0.60	Review outstanding claims issues.
04/03/20	Chris Ceresa	2.70	Telephone conferences with Company, A&M and K&E team re various claims issues (.9); correspond with K&E team, J. Luze and claims re same (.6); draft sixth omnibus claims objection (.9); revise work in process materials (.3).
04/03/20	John R. Luze	0.90	Review and analyze claims administration issues.
04/03/20	Trudy Smith	0.70	Correspond with J. Luze, S. Caldwell-McMillan and C. Ceresa re partner claim objection litigation strategy (.1); review litigation documents re same (.3); correspond with Caplin & Drydale re E911 response deadline (.1); correspond with Company re same (.1); correspond with C. Ceresa re claims work in process (.1).
04/04/20	Trudy Smith	0.30	Correspond with A&M re E911 claims (.2); correspond with C. Ceresa re claims work in process (.1).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029142

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/20	Chris Ceresa	4.00	Review and revise claims materials (1.9); correspond with K&E team (.3); review schedules for sixth omnibus claims objection (1.8).
04/06/20	John R. Luze	0.70	Review and analyze claims reconciliation issues.
04/06/20	Trudy Smith	3.30	Review and comment on claims work stream materials (.7); correspond with C. Ceresa re same (.5); telephone conference and correspond with C. Ceresa re sixth omnibus claims objection (.2); correspond with E911 counsels re response deadline (.7); review and analyze claims against debtor entities (1.2).
04/07/20	Spencer Caldwell-McMillan	0.60	Correspond re claims issues (.1); prepare for and attend telephone conference re claims issues with K&E team including T. Smith (.5).
04/07/20	Chris Ceresa	6.20	Review schedules for sixth omnibus claims objection (5.3); correspond with K&E team and T. Smith re various claims issues (.3); telephone conferences with K&E team re same (.6).
04/07/20	Neda Davanipour	1.10	Attend telephone conference with K&E team re claim related issues (.4); analyze claim related issues and correspond re same (.7).
04/07/20	John R. Luze	1.30	Review and analyze claims reconciliation issues (.9); conference and correspond with K&E team re same (.4).
04/07/20	Trudy Smith	2.30	Telephone conference with K&E team re claims work in process (.4); review and analyze claims against guarantors and non-guarantors (.8); correspond with K&E and A&M re taxes claims (.3); review analysis legal issues re same (.6); correspond with Company and K&E re no liability claims (.2).
04/08/20	Spencer Caldwell-McMillan	0.70	Review objection schedule (.3); correspond with C. Ceresa re objection schedule (.2); research re claims issues (.2).

Legal Services for the Period Ending April 30, 2020

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Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/20	Chris Ceresa	5.70	Review schedules for sixth omnibus claims objection (3.8); correspond with A&M, K&E team and S. Caldwell-McMillan re same and other claims issues (.8); telephone conference with A&M re same (.1); research issue re late filed amendments to claims (.8); correspond re same (.2).
04/08/20	Trudy Smith	1.30	Correspond with K&E team re tax claims (.3); review and analyze research re same (.4); correspond with K&E team re contested claims (.3); correspond with Company, A&M and K&E team re E911 (.3).
04/09/20	Spencer Caldwell-McMillan	4.40	Telephone conference with K&E team re claims update (.4); correspond re claim package (.2); telephone conference with T. Smith re claims (.1); review claims schedule (2.9); review claims objection draft (.8).
04/09/20	Chris Ceresa	4.30	Telephone conferences with K&E team and N. Davanipour re various claims issues (1.2); correspond with A&M, K&E team and T. Smith re various claims issues (2.7); revise sixth omnibus claims objection (.4).
04/09/20	Neda Davanipour	2.80	Attend telephone conference with K&E team and follow up telephone conference with T. Smith re same (.8); attend telephone conference with C. Ceresa re various claim related issues (.6); analyze issues re claim status (.4); attend telephone conference with C. Ceresa and analyze resolve various claim related questions and issues (.6); review, analyze various claim related issues and correspond with S. McMillan re same, review ordinary course professionals schedules re claim related issues (.4).
04/09/20	Cassandra E. Fenton	0.70	Participate in telephone conference re claims administration and objections (.5); analyze same (.2).
04/09/20	Brendan E. Ryan	0.50	Attend kickoff telephone conference re E-911 litigation (.4); review correspondence re same (.1).
04/09/20	Ravi Subramanian Shankar	0.80	Prepare for and attend telephone conference with K&E bankruptcy team re contested claims (.5); strategize re case strategy (.3).



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/20	Trudy Smith	2.30	Telephone conference and correspond with K&E teams re contested claims (.6); review and analyze summary of same (.3); telephone conference with N. Davanipour re same (.2); telephone conference with C. Ceresa re same (.1); telephone conference with S. Caldwell-McMillan re same (.2); review and synthesize proof of claim legal issues (.9).
04/09/20	Jenna Marie Stupar	0.50	Correspond with team re potential adversary matter.
04/09/20	Gregory Tsonis	0.20	Telephone conference with team re case status and projects.
04/10/20	Spencer Caldwell-McMillan	1.60	Correspond with N. Davanipour re claim schedules (.3); telephone conference with C. Ceresa re claims issues (.4); correspond with A&M re same (.3); review objection draft and correspond with A&M re same (.2); correspond with C. Ceresa re claims materials (.1); review tax claim issues (.3).
04/10/20	Chris Ceresa	1.70	Correspond with A&M, K&E team and T. Smith re various legal issues (.8); telephone conferences with K&E team and S. Caldwell-McMillan re various claims issues (.9).
04/10/20	Neda Davanipour	2.40	Attend telephone conference with K&E team re various claim related issues (.2); review analyze various claim related issues and correspond with K&E team and A&M re same (.4); review analyze comment on omnibus claims objection and correspond re same (1.3); review and analyze various documents on claim related issues, correspond with T. Smith re same (.5).
04/10/20	John R. Luze	0.80	Review and analyze claims reconciliation issues.
04/10/20	Trudy Smith	1.90	Correspond with J. Luze re litigation claims (.1); correspond with Company, A&M and K&E teams re same (.2); read and analyze claimant's claim and synthesize legal issues re same (1.1); correspond with A&M re litigation issues (.2); correspond with A&M team re channel partner rejection and claims (.2); correspond with C. Ceresa re insurance Company claim (.1).

Legal Services for the Period Ending April 30, 2020

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Matter Number:

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Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/20	Chris Ceresa	3.00	Revise sixth omnibus claims objection (.3); review and revise schedules (1.6); correspond re same with A&M, K&E team and S. Caldwell-McMillan (.2); research re issue related to executory contract (.4); review and analyze contract (.4); correspond re same with S. Caldwell-McMillan (.1).
04/13/20	Neda Davanipour	2.90	Review analyze objection pleadings, schedules and declaration and correspond with K&E team re same and comment on same (2.1); correspond re cure related issues and claim, attend telephone conference with creditor, correspond with K&E team and A&M re same (.8).
04/13/20	John R. Luze	0.50	Review and analyze claims reconciliation issues.
04/14/20	Spencer Caldwell-McMillan	1.00	Prepare for and attend telephone conference with Company and K&E team re claims issues.
04/14/20	Chris Ceresa	2.00	Correspond with Company, A&M, K&E team and J. Luze (.6); telephone conference with same re various claims adversary proceedings (.8); review updated schedules (.4); revise sixth omnibus claims objection (.2).
04/14/20	Neda Davanipour	2.10	Review analyze updated exhibits (1.6); attend telephone conference re various litigation claims (.5).
04/14/20	John R. Luze	0.80	Review and analyze claims reconciliation issues (.4); conference and correspond with Company and K&E team re same (.4).
04/14/20	Margaret Reiney	1.20	Research re de minimis settlement.
04/14/20	Brendan E. Ryan	2.20	Attend introductory telephone conferences re E911 with bankruptcy team and Company (1.2); review E911 cases materials from various state proceedings (1.0).
04/14/20	Ravi Subramanian Shankar	0.90	Prepare for and attend telephone conference with Company and K&E team re claims litigation.
04/14/20	Trudy Smith	1.70	Telephone conference with Company, A&M and K&E team re litigation claims strategy (.9); telephone conference with J. Luze and K&E team re same (.3); correspond with K&E team re same (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/20	Jenna Marie Stupar	2.00	Prepare for and participate on team telephone conference re potential adversary issue (.5); prepare for and participate on telephone conference with Company re adversary issues (1.0); review and analyze issues related to potential adversary case (.5).
04/14/20	Gregory Tsonis	1.30	Telephone conference with Company and attorney team re litigating claims (.8); review and analyze documents related to claims (.5).
04/15/20	Chris Ceresa	0.70	Research re government utilities (.4); correspond with K&E team, S. Caldwell-McMillan and Company re various issues (.3).
04/15/20	Neda Davanipour	1.20	Review and analyze claim related letter (.4); correspond re and resolve same (.4); correspond re claim related issues and discuss and resolve same (.4).
04/15/20	Margaret Reiney	2.30	Correspond with S. Caldwell-McMillan re settlement of creditor claim (.1); draft settlement re same (1.2); review precedent re same (.8); correspond with F. Petrie re same (.2).
04/15/20	Brendan E. Ryan	1.00	Review case materials re E911 matter.
04/15/20	Trudy Smith	1.30	Telephone conference and correspond with Orrick re contract negotiations and related claims (.4); correspond with K&E team and review correspondence from Rumberger Kirk re AAA claims (.3); correspond with K&E team, A&M and Company re litigation claims and sixth omnibus objection (.6).
04/16/20	Spencer Caldwell-McMillan	0.50	Review claims question from SE (.2); correspond with C. Ceresa re same (.3).
04/16/20	Chris Ceresa	1.60	Correspond with A&M, K&E team and S. Caldwell-McMillan (.6); research re issue related to governmental unit (.5); analyze various proofs of claim based on research (.5).
04/16/20	John R. Luze	0.80	Review and analyze claims administration issues.
04/16/20	Margaret Reiney	0.80	Review and revise de minimis settlement agreement (.6); correspond with F. Petrie re same (.2).

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Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/20	Trudy Smith	0.40	Correspond with K&E team re utility provider outreach (.2); correspond with Company and review documentation re same (.2).
04/17/20	Chris Ceresa	0.30	Correspond re various claims issues (.2); telephone conference with S. Caldwell-McMillan re same (.1).
04/17/20	Margaret Reiney	0.30	Correspond with Company and K&E re de minimis settlement agreement.
04/19/20	Chris Ceresa	1.10	Draft reply to AAA response.
04/20/20	Leif Buschmann	2.60	Research jurisdiction and claims issue (1.9); review and analyze materials re same (.7).
04/20/20	Spencer Caldwell-McMillan	0.30	Research re claims.
04/20/20	Spencer Caldwell-McMillan	0.90	Review trade agreements and correspond with Company re same.
04/20/20	Chris Ceresa	2.10	Draft and revise reply in support of fourth omnibus claims objection (1.3); correspond with K&E team and T. Smith re various issues (.8).
04/20/20	John R. Luze	0.90	Review and analyze claims reconciliation issues.
04/20/20	Trudy Smith	2.90	Review and analyze complaint and claim summary re litigation claim (1.9); draft analysis re same (.8); correspond with K&E team re customer arbitration claim (.2).
04/20/20	Jenna Marie Stupar	2.50	Review pleadings re E911 proof of claims.
04/21/20	Leif Buschmann	3.60	Research jurisdiction and claims issue (2.8); correspond with K&E team on summary email re research findings (.8).
04/21/20	Spencer Caldwell-McMillan	0.50	Correspond re claims issues with C. Ceresa (.3); research re claims issues (.2).
04/21/20	Chris Ceresa	2.40	Correspond with K&E team, S. Caldwell-McMillan and A&M re various claims issues (.3); telephone conference with K&E team and T. Smith re upcoming adversary proceedings (.3); research re objections to personal injury claims (.9); review and analyze correspondence re same (.3); draft memorandum re same (.6).
04/21/20	Neda Davanipour	0.60	Attend telephone conference with K&E team re claims.
04/21/20	Cassandra E. Fenton	0.30	Participate in telephone conference re claims strategy.

Legal Services for the Period Ending April 30, 2020

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Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/20	Brendan E. Ryan	0.30	Telephone conference re E-911 matter.
04/21/20	Trudy Smith	0.70	Telephone conference with K&E team re litigation claims work in process (.4); review E911 litigation claims (.3).
04/21/20	Trudy Smith	1.10	Correspond with K&E team re tax claims (.1); correspond with N. Warther re equity holder telephone conferences (.1); correspond with A&M re partner catch up (.1); review and analyze E911 claims litigation documents and synthesize same (.8).
04/21/20	Jenna Marie Stupar	0.70	Prepare for and participate in weekly team telephone conference with K&E team re status updates (.2); review and analyze issues related to E911 adversary proceeding (.5).
04/21/20	Gregory Tsonis	0.30	Telephone conference re claims litigation.
04/22/20	Chris Ceresa	1.00	Telephone conference with K&E team and N. Davanipour re various claims issues (.5); correspond with same re same (.5).
04/22/20	Neda Davanipour	0.70	Analyze various claim related issues in preparation for telephone conference (.4); telephone conference with A&M claim team re various claim related issues (.3).
04/22/20	Trudy Smith	0.40	Review and analyze E911 litigation documents.
04/22/20	Jenna Marie Stupar	4.70	Review and analyze materials re E911 claims.
04/23/20	Spencer Caldwell-McMillan	1.60	Correspond with C. Ceresa re claims issues (.4); telephone conference with Company re setoff agreement (.2); review setoff precedent and related communications (.5); review setoff draft (.2); review open claims issues (.3).
04/23/20	Chris Ceresa	1.00	Correspond with K&E team and T. Smith re various issues (.3); telephone conferences with K&E team, N. Davanipour and S. Caldwell-McMillan re various claims issues (.5); research and analyze certain issue related to lien (.2).
04/23/20	Cassandra E. Fenton	0.40	Participate in telephone conference with S. Caldwell-McMillan and C. Ceresa re claims strategy.
04/23/20	Margaret Reiney	1.90	Research re reclamation remedy (1.6); correspond with Company re same (.3).

Legal Services for the Period Ending April 30, 2020

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Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/20	Brendan E. Ryan	0.80	Review E-911 materials (.3); strategize with J. Stupar and T. Smith re same (.5).
04/23/20	Ravi Subramanian Shankar	0.90	Conference with K&E team re confirmation strategy.
04/23/20	Trudy Smith	1.80	Telephone conference with B. Ryan and J. Stupar re legal claims strategy (.7); review and analyze litigation documents and synthesize information re same (.9); correspond with J. Luze re claims update (.2).
04/23/20	Jenna Marie Stupar	1.20	Review and analyze issues re E911 adversary matter.
04/24/20	Chris Ceresa	0.40	Correspond with A&M, K&E team and S. Caldwell-McMillan re various claims issues.
04/24/20	John R. Luze	0.60	Review and analyze claims administration issues.
04/24/20	Trudy Smith	0.30	Correspond with Norton Rose re legal claims (.2); correspond with J. Luze re legal claims strategy (.1).
04/25/20	Trudy Smith	0.10	Correspond with K&E team re arbitration claims strategy.
04/27/20	Chris Ceresa	4.00	Prepare for and attend telephone conferences with various claimants re inquiries (.8); research and analyze re same (.4); update materials re same (.2); correspond re same with claimants and A&M (.5); review and analyze contract for damages and rejection issues (.4); research re same (1); telephone conferences with A&M and S. Caldwell-McMillan re same (.4); correspond with K&E team and S. Caldwell-McMillan re same (.3).
04/27/20	John R. Luze	0.60	Review and analyze claims administration issues.
04/27/20	Ravi Subramanian Shankar	0.20	Supervise claims objections.
04/27/20	Trudy Smith	0.50	Correspond with C. Ceresa re equity holder telephone conferences (.1); correspond with T. Scheffer re contract counterparty assumption (.1); analyze arbitration strategy (.2); review correspondence from FisherBroyles re contract counterparty matters and plan and disclosure statement (.1).
04/27/20	Jenna Marie Stupar	1.00	Review and analyze statutes re E911 adversary claims.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029142

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/20	Gregory Tsonis	1.60	Conference with R. Shankar re litigation claims (.2); review and analyze documents and draft summary of litigation claims (1.4).
04/28/20	Spencer Caldwell-McMillan	1.40	Correspond with C. Ceresa and T. Smith re claims issues (.3); telephone conference with K&E team re work in process (.3); prepare for and attend telephone conference with C. Ceresa and claimant re plan treatment (.3); review claims issues (.2); review settlement proposal (.3).
04/28/20	Chris Ceresa	1.50	Telephone conference with K&E team and J. Luze re open claims issues (.3); correspond with KCC, K&E team and S. Caldwell-McMillan re claimant issue (.3); correspond with C. Fenton re open claims issue (.1); correspond with A&M re open claims issues (.2); analyze issue related to potential rejection claim re plan (.4); correspond with S. Caldwell-McMillan re same (.2).
04/28/20	Neda Davanipour	0.40	Attend weekly claims telephone conference with K&E teams.
04/28/20	John R. Luze	0.60	Review and analyze claims administration issues.
04/28/20	Brendan E. Ryan	0.60	Correspond with K&E team re status of E-911 and other litigation matters.
04/28/20	Ravi Subramanian Shankar	0.60	Prepare for and attend telephone conferences re confirmation and claims disputes.
04/28/20	Trudy Smith	0.60	Attend telephone conference with K&E team re litigation claims status (.4); correspond with S. Caldwell-McMillan and C. Ceresa re arbitration inquiries for Company (.2).
04/28/20	Jenna Marie Stupar	2.70	Review and analyze relevant statutes related to E911 claims.
04/29/20	Spencer Caldwell-McMillan	0.70	Telephone conference with Company re claims (.3); telephone conference with T. Smith re same (.1); correspond with C. Ceresa re claims issues (.3).
04/29/20	Chris Ceresa	1.60	Correspond with A&M and K&E team re amended claims and re effect of plan on certain claims (.8); telephone conference with Company, A&M, K&E team and T. Smith re arbitration claims (.4); correspond re litigation plan for certain claims with K&E team and S. Caldwell-McMillan (.4).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029142

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/20	Neda Davanipour	0.40	Attend telephone conference with K&E team re claim related issues.
04/29/20	Brendan E. Ryan	2.20	Review proofs of claim and filings re E911 matters (1.8); conference with J. Stupar and T. Smith re next steps (.4).
04/29/20	Trudy Smith	1.40	Participate in telephone conference with J. Stumper and B. Ryan re legal claims strategy (.6); telephone conference with Company, A&M, S. Caldwell-McMillan and C. Ceresa re arbitration customer claims (.3); telephone conference with S. Caldwell-McMillan re next steps (.3); correspond with K&E team re legal claims (.2).
04/29/20	Jenna Marie Stupar	0.50	Review and analyze issues re E911 claims.
04/30/20	Chris Ceresa	1.20	Correspond with A&M, K&E team and S. Caldwell-McMillan re various issues (.5); telephone conference with K&E team and N. Davanipour re open claims issues (.7).
04/30/20	Brendan E. Ryan	2.80	Review E911 related proofs of claims and filings in various states (2.3); correspond with Norton Rose team re status of various claims (.5).
04/30/20	Trudy Smith	2.40	Telephone conference with Norton Rose, J. Stumper and B. Ryan re litigation claims background (1.1); telephone conference with J. Stumper and B. Ryan re go-forward strategy (.4); research dischargeability (.6); correspond with J. Luze re legal claims strategy (.2); correspond with G. Tsonis re contract counterparty legal claims (.1).
04/30/20	Jenna Marie Stupar	1.50	Review and analyze issues re E911 adversary matters.
<b>Total</b>		<b>170.30</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029143**

**Client Matter: 24706-14**

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**In the Matter of Corporate and Securities Matters**

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 34,125.00

Total legal services rendered

\$ 34,125.00

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050029143  
 Matter Number: 24706-14

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Tim Cruickshank, P.C.	2.20	1,295.00	2,849.00
Stephen E. Hessler, P.C.	3.80	1,635.00	6,213.00
Emily Joung	1.90	740.00	1,406.00
Joshua Korff, P.C.	0.50	1,595.00	797.50
Scott D. Price, P.C.	0.30	1,635.00	490.50
Margaret Reiney	0.30	610.00	183.00
Tommy Scheffer	2.30	740.00	1,702.00
Rachel Wang	15.50	610.00	9,455.00
Brad Weiland	8.20	1,345.00	11,029.00
<b>TOTALS</b>	<b>35.00</b>		<b>\$ 34,125.00</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050029143  
 Matter Number: 24706-14

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/20	Joshua Korff, P.C.	0.50	Telephone conferences with K&E team re financing issues.
04/02/20	Rachel Wang	2.00	Draft amendment for HSR filing extension.
04/03/20	Brad Weiland	0.80	Review and analyze regulatory, securities items (.4); review and analyze summary materials for special committee (.4).
04/06/20	Tim Cruickshank, P.C.	0.50	Review and revise rights offering documents.
04/06/20	Scott D. Price, P.C.	0.30	Discuss deferred compensation plan.
04/10/20	Tim Cruickshank, P.C.	0.50	Review materials and advise on warrant issuance.
04/10/20	Rachel Wang	3.60	Prepare rights offering procedure.
04/11/20	Tim Cruickshank, P.C.	0.70	Attend telephone conference re warrants and review materials.
04/14/20	Stephen E. Hessler, P.C.	1.50	Prepare for and participate in Special Committee of board telephone conference (1.0); telephone conference with Company and K&E team re status update (.5).
04/14/20	Brad Weiland	0.90	Prepare for and participate in telephonic meeting of special committee of board (.7); follow up re same (.2).
04/17/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team re board meeting.
04/20/20	Emily Joung	0.60	Correspond with K&E team re deregistration.
04/20/20	Rachel Wang	3.60	Analyze applicability of SOX provisions to private companies and companies with listed debt for Windstream analysis.
04/21/20	Margaret Reiney	0.30	Correspond with K&E team re backstop commitment preparation.
04/21/20	Rachel Wang	0.50	Research and analyze sox application to private companies and private companies with listed debt.
04/22/20	Emily Joung	0.50	Review and analyze 10-Q filing requirements; correspond with K&E team re same.
04/22/20	Rachel Wang	2.60	Research and analyze sox application to private companies and private companies with listed debt.
04/22/20	Brad Weiland	0.80	Review and analyze BCA items (.5); correspond and telephone conference re same (.3).

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050029143  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/20	Emily Joung	0.80	Review and analyze 10-Q filing requirements; correspond with K&E team re same.
04/23/20	Brad Weiland	1.00	Review and analyze BCA items (.4); telephone conference re same with J. Luze (.3); correspond with Company re same (.3).
04/24/20	Tim Cruickshank, P.C.	0.50	Research securities law questions.
04/24/20	Rachel Wang	0.50	Research and analyze sox application to private companies and private companies with listed debt.
04/24/20	Brad Weiland	1.30	Prepare and revise backstop materials (.6); correspond and telephone conferences re status of same with team, Company (.7).
04/27/20	Rachel Wang	2.70	Analyze notification requirements for potential enforcement action.
04/27/20	Brad Weiland	1.10	Review and analyze board meeting materials (.6); review and analyze securities and finance items (.3); telephone conference re same with Company (.2).
04/29/20	Brad Weiland	1.80	Prepare and file BCA amendment materials (.5); correspond with K&E team re same (.4); review and analyze corporate and securities items (.9).
04/30/20	Stephen E. Hessler, P.C.	1.80	Telephone conference and correspond with K&E team re Special Committee of board (.5); prepare for and participate in Special Committee of board telephone conference (1.3).
04/30/20	Tommy Scheffer	2.30	Review and revise BCA motion reply (1.3); correspond with K&E team re same (1.0).
04/30/20	Brad Weiland	0.50	Prepare for and participate in telephone conference re special committee of board.
<b>Total</b>		<b>35.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029144**  
**Client Matter: 24706-15**

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## In the Matter of Creditor and Stakeholder Communications

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 92,999.00

Total legal services rendered

\$ 92,999.00

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Creditor and Stakeholder Communications

Invoice Number: 1050029144  
 Matter Number: 24706-15

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	0.90	740.00	666.00
Stephen E. Hessler, P.C.	3.50	1,635.00	5,722.50
Heidi Hockberger	6.10	845.00	5,154.50
John R. Luze	17.80	1,085.00	19,313.00
Francis Petrie	3.80	845.00	3,211.00
Tommy Scheffer	3.30	740.00	2,442.00
Brad Weiland	42.00	1,345.00	56,490.00
<b>TOTALS</b>	<b>77.40</b>		<b>\$ 92,999.00</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029144

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	John R. Luze	1.20	Conference and correspond with parties in interest re case status and issues.
04/01/20	Francis Petrie	2.20	Correspond with PSA parties re plan, disclosure statement revisions and status.
04/01/20	Brad Weiland	1.10	Telephone conferences and correspondence re litigation items and Uniti settlement status with creditors' counsel.
04/02/20	John R. Luze	1.30	Conference and correspond with stakeholder advisors re case status and issues.
04/02/20	Tommy Scheffer	0.40	Correspond with DPW, STB, A&M, K&E teams re reporting documents.
04/02/20	Brad Weiland	1.40	Correspond and telephone conferences re litigation, settlement items with creditors' counsel.
04/03/20	John R. Luze	0.50	Conference and correspond with parties in interest re case status and issues.
04/03/20	Tommy Scheffer	0.50	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M and K&E teams re reporting documents.
04/03/20	Brad Weiland	1.60	Correspond and telephone conferences with Paul Weiss, Ropes & Gray, Davis Polk re status of Uniti settlement and plan transaction, timing, and potential litigation.
04/04/20	Brad Weiland	1.20	Correspond and telephone conferences re status and next steps with creditors' counsel.
04/05/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team, Paul Weiss, Ropes and Gray and Davis Polk re settlement (.5); telephone conference and correspond with K&E team and Company re same (1.0).
04/05/20	Francis Petrie	0.50	Telephone conferences with Paul Weiss team re settlement and scheduling.
04/05/20	Brad Weiland	1.60	Correspond and telephone conferences with creditors' counsel re status and next steps re settlement and litigation.
04/06/20	Heidi Hockberger	4.30	Correspond with K&E team, creditor parties and Company re settlement and draft notices.
04/06/20	John R. Luze	0.70	Conference and correspond with parties in interest re case issues and status.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029144

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/20	Brad Weiland	1.20	Correspond and telephone conference with creditors' counsel re status and next steps.
04/07/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with Paul Weiss, K&E team, Ropes & Gray and Davis Polk re next steps (.5); telephone conference and correspond with K&E team, Ropes Gray, Paul Weiss and Davis Polk re same (1.0).
04/07/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
04/07/20	Brad Weiland	0.90	Correspond and telephone conferences re status and settlement, litigation next steps with creditors' counsel.
04/08/20	Heidi Hockberger	0.30	Correspond with K&E team, creditor parties and Company re settlement documents.
04/08/20	John R. Luze	0.70	Conference and correspond with parties in interest re case issues and status.
04/08/20	Brad Weiland	1.50	Correspond and telephone conferences with creditor advisors re status and next steps (.5); telephone conference re regulatory business items with creditor advisors (.9); follow up re same (.1).
04/09/20	Heidi Hockberger	1.50	Correspond with K&E team, creditor parties and Company re settlement documents.
04/09/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
04/09/20	Brad Weiland	0.80	Correspond and telephone conferences with creditors' counsel re settlement status, open items re next steps.
04/10/20	John R. Luze	0.90	Conference and correspond with parties in interest re case status and issues.
04/10/20	Tommy Scheffer	0.60	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M and K&E teams re reporting documents.
04/10/20	Brad Weiland	0.50	Correspond and telephone conference with creditors' counsel re Uniti documents status and next steps.
04/13/20	Spencer Caldwell-McMillan	0.90	Correspond with creditors re claims and case information.
04/13/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with Ropes Gray re pending workstream.
04/13/20	Brad Weiland	0.80	Telephone conferences re status and next steps with advisors to creditors.



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029144

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/20	John R. Luze	0.60	Conference and correspond with stakeholder advisors re case issues.
04/14/20	Brad Weiland	1.30	Correspond and telephone conferences with creditor attorneys re status and next steps.
04/15/20	John R. Luze	0.90	Conference and correspond with stakeholder advisors re deal and case status issues.
04/15/20	Francis Petrie	0.20	Stakeholder communications re noticing process.
04/15/20	Brad Weiland	1.30	Prepare for and participate in telephone conferences re Uniti settlement, next steps re same with DPW, Paul Weiss, Ropes (.5); correspond and telephone conferences re case status and next steps with creditor advisors (.8).
04/16/20	John R. Luze	1.10	Conference and correspond with parties re regulatory, case status and transaction issues.
04/16/20	Francis Petrie	0.90	Correspond with mediation parties re mediation conference and logistics.
04/16/20	Brad Weiland	1.30	Correspond and telephone conferences with Paul Weiss, Ropes & Gray (.8); correspond and telephone conferences with DPW re settlement (.5).
04/17/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
04/17/20	Tommy Scheffer	0.50	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M and K&E teams re reporting documents.
04/17/20	Brad Weiland	2.80	Correspond and telephone conferences with Paul Weiss, DPW, Ropes & Gray re settlement status.
04/18/20	Brad Weiland	0.90	Correspond and telephone conferences with creditor stakeholders re settlement and next steps.
04/19/20	Brad Weiland	4.10	Correspond and telephone conferences re status of Uniti settlement and next steps re same with Ropes, Paul Weiss.
04/20/20	John R. Luze	1.40	Conference and correspond with parties in interest re case statue and Uniti issues.
04/20/20	Tommy Scheffer	0.30	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M and K&E teams re de minimis transaction reporting.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029144

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/20	Brad Weiland	2.70	Correspond and telephone conferences with stakeholder counsel re status of settlement and open items.
04/21/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
04/21/20	Brad Weiland	2.20	Telephone conferences re Uniti settlement documents status, exclusivity resolution with Ropes and Paul Weiss (.8); telephone conference re status with DPW (.5); correspond and telephone conference re status and next steps with creditors' advisors (.9).
04/22/20	John R. Luze	1.20	Conference and correspond with parties in interest re case status and issues.
04/22/20	Brad Weiland	0.90	Correspond and telephone conferences re milestones, open items with Paul Weiss, Ropes & Gray.
04/22/20	Brad Weiland	0.70	Correspond and telephone conferences re open items, next steps, litigation matters with creditors' counsel.
04/23/20	John R. Luze	1.30	Conference and correspond with parties in interest re case status and issues.
04/23/20	Brad Weiland	1.40	Correspond and telephone conferences re timing and milestone items with Paul Weiss, Ropes & Gray (.7); correspond with DPW re same (.5); correspond re litigation and discovery items with White & Case (.2).
04/24/20	John R. Luze	1.30	Conference and correspond with advisors and parties in interest re case status and issues.
04/24/20	Tommy Scheffer	0.60	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M and K&E teams re reporting documents.
04/24/20	Brad Weiland	2.20	Telephone conference with Paul Weiss re backstop items (.6); follow up re same (.3); telephone conferences and correspond re open items with Paul Weiss, Ropes & Gray; Davis Polk (1.3).
04/27/20	Brad Weiland	1.80	Correspond and telephone conferences with creditors' counsel re open items and next steps.
04/28/20	John R. Luze	0.60	Conference and correspond with parties in interest re case issues and status.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029144

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/20	Brad Weiland	2.50	Correspond and telephone conferences re open items, negotiations with Ropes & Gray, Paul Weiss (.4); correspond and telephone conferences re Uniti settlement with DPW, Uniti (2.1).
04/29/20	Brad Weiland	3.30	Telephone conferences and correspond re status and next steps with Paul Weiss, Ropes & Gray (.8); correspond re Uniti settlement with Davis Polk (.8); telephone conferences re same with Davis Polk, Uniti (1.7).
04/30/20	John R. Luze	0.90	Conference and correspond with parties in interest re case status and issues.
04/30/20	Tommy Scheffer	0.40	Correspond with U.S. Trustee, MoFo, Alix, STB, DPW, A&M and K&E teams re reporting documents.
<b>Total</b>		<b>77.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029145**  
**Client Matter: 24706-16**

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## In the Matter of Creditors' Committee Matters

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 13,654.50

Total legal services rendered

\$ 13,654.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Creditors' Committee Matters

Invoice Number: 1050029145  
 Matter Number: 24706-16

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Emily Flynn	0.40	740.00	296.00
Yates French	0.80	1,165.00	932.00
Stephen E. Hessler, P.C.	2.50	1,635.00	4,087.50
Brad Weiland	6.20	1,345.00	8,339.00
<b>TOTALS</b>	<b>9.90</b>		<b>\$ 13,654.50</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029145

Windstream Holdings, Inc.

Matter Number:

24706-16

Creditors' Committee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Yates French	0.80	Prepare for and participate in telephone conference with UCC.
04/01/20	Brad Weiland	1.00	Correspond and telephone conference re committee objections with committee counsel (.5); review and analyze committee discovery letter (.5).
04/02/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team and K. Moody re MoFo and W&C letter.
04/02/20	Stephen E. Hessler, P.C.	2.00	Telephone conference with K&E team re discovery letter (.5); telephone conference and correspond with K&E team and Company re next steps (1.5).
04/02/20	Brad Weiland	0.70	Review and analyze letter from committee.
04/03/20	Emily Flynn	0.40	Revise and prepare filing version re digital realty stipulation (.2); correspond with K&E team re filing same (.2).
04/06/20	Brad Weiland	0.40	Telephone conference with L. Marinuzzi re committee matters.
04/08/20	Brad Weiland	0.40	Correspond re litigation items with creditors' committee counsel.
04/15/20	Brad Weiland	0.40	Correspond and telephone conference re committee questions with L. Marinuzzi.
04/19/20	Brad Weiland	0.30	Correspond re committee items re Uniti settlement with committee counsel.
04/20/20	Brad Weiland	0.60	Correspond and telephone conferences with committee counsel re status of case.
04/22/20	Brad Weiland	0.40	Correspond and telephone conferences re committee litigation items with committee counsel, K&E team.
04/27/20	Brad Weiland	1.10	Review and analyze creditors' committee items re litigation (.5); correspond and telephone conference re same with team (.2); review and analyze potential committee settlement items (.4).
04/30/20	Brad Weiland	0.90	Review and analyze committee settlement items.
<b>Total</b>		<b>9.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029146**  
**Client Matter: 24706-17**

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**In the Matter of Employee and Labor Matters**

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 24,157.50

Total legal services rendered

\$ 24,157.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050029146  
 Matter Number: 24706-17

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Kate Coverdale	5.30	1,215.00	6,439.50
Stephen E. Hessler, P.C.	4.80	1,635.00	7,848.00
Malhar Naik	3.30	1,085.00	3,580.50
Scott D. Price, P.C.	3.60	1,635.00	5,886.00
Brad Weiland	0.30	1,345.00	403.50
<b>TOTALS</b>	<b>17.30</b>		<b>\$ 24,157.50</b>



Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050029146  
 Matter Number: 24706-17

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/20	Kate Coverdale	0.20	Correspond with Company, WTW and K&E team re MIP.
04/02/20	Malhar Naik	0.50	Review and analyze exec comp matters re CD&A review.
04/03/20	Kate Coverdale	2.30	Review and revise CD&A.
04/03/20	Kate Coverdale	0.50	Telephone conference with management, WTW and K&E team re MIP term sheet.
04/03/20	Kate Coverdale	0.10	Telephone conference with S. Price re compensation matters.
04/03/20	Malhar Naik	2.80	Review and analyze exec comp matters re CD&A.
04/03/20	Scott D. Price, P.C.	1.00	Correspond with K&E team re MIP and emergence arrangements.
04/05/20	Kate Coverdale	0.40	Revise term sheet (.3); correspond with Company (.1).
04/06/20	Kate Coverdale	0.40	Review and analyze revised CD&A (.1); review and analyze guidance and advise re disclosure matters (.3).
04/07/20	Kate Coverdale	0.10	Correspond with WTW re MIP.
04/08/20	Kate Coverdale	1.00	Telephone conference with Z. Georgeson (.2); review and revise WTW deck (.5); telephone conference with Z. Georgeson and M. Michaels (.3).
04/08/20	Stephen E. Hessler, P.C.	0.30	Telephone conference with K&E team and Company re comp.
04/08/20	Brad Weiland	0.30	Review and analyze employee compensation items.
04/09/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re stipulation scheduling order.
04/11/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team re delayed pension contribution (.5); telephone conference and correspond with K&E team and Company re next steps (.5).
04/12/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re MIP term sheet.

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050029146  
 Matter Number: 24706-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/20	Kate Coverdale	0.30	Correspond with K&E team re management arrangements (.1); review and analyze term sheets (.1); correspond with Company re management arrangements (.1).
04/13/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team re MIP term sheet.
04/13/20	Scott D. Price, P.C.	0.80	Correspond with K&E team re management arrangements.
04/14/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with Company re compensation term sheet.
04/24/20	Scott D. Price, P.C.	1.30	Correspond with K&E team re MIP.
04/26/20	Scott D. Price, P.C.	0.50	Review consulting agreement.
04/29/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team re MIP.
<b>Total</b>		<b>17.30</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029147**  
**Client Matter: 24706-18**

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## In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 562,960.50

Total legal services rendered

\$ 562,960.50

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	3.50	340.00	1,190.00
Leif Buschmann	5.00	845.00	4,225.00
Spencer Caldwell-McMillan	2.10	740.00	1,554.00
Chris Ceresa	4.80	610.00	2,928.00
Andrew James Dragstrem	4.20	965.00	4,053.00
Emily Flynn	4.10	740.00	3,034.00
Brian Ford, P.C.	1.00	1,335.00	1,335.00
Stephen C. Hackney, P.C.	0.70	1,525.00	1,067.50
Stephen E. Hessler, P.C.	5.50	1,635.00	8,992.50
Heidi Hockberger	64.00	845.00	54,080.00
Marc Kieselstein, P.C.	9.20	1,635.00	15,042.00
Hannah Kupsky	0.80	340.00	272.00
John R. Luze	1.80	1,085.00	1,953.00
Tiffany T. Mason	4.00	740.00	2,960.00
Carrie Therese Oppenheim	1.00	445.00	445.00
Francis Petrie	28.50	845.00	24,082.50
Andrew Polansky	2.20	740.00	1,628.00
Margaret Reiney	16.90	610.00	10,309.00
Tommy Scheffer	45.30	740.00	33,522.00
Anthony Vincenzo Sexton	4.30	1,265.00	5,439.50
Trudy Smith	9.10	845.00	7,689.50
Al Stemp, P.C.	70.80	1,415.00	100,182.00
Steve Toth	30.90	1,295.00	40,015.50
Benjamin C. Vizvary	4.70	610.00	2,867.00
Dan Walbrun	143.50	1,165.00	167,177.50
Nicholas Warther	0.90	975.00	877.50
Brad Weiland	49.10	1,345.00	66,039.50
<b>TOTALS</b>	<b>517.90</b>		<b>\$ 562,960.50</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Spencer Caldwell-McMillan	0.10	Telephone conference with pole utility attorney re invoices.
04/01/20	Chris Ceresa	2.10	Research re issues related to executory contract with counterparty in bankruptcy (1.2); correspond with K&E team re same (.6); telephone conference with S. Caldwell-McMillan re same (.3).
04/01/20	Emily Flynn	0.30	Draft 365(d)(4) stipulation (.2); correspond with T. Smith re same (.1).
04/01/20	Marc Kieselstein, P.C.	3.00	Review renewal rent issues, status of settlement docs and open issues (2.4); telephone conferences re same (.6).
04/01/20	Andrew Polansky	0.20	Correspond with S. Caldwell-McMillan, T. Scheffer re executory contract issue.
04/01/20	Al Stemp, P.C.	2.30	Telephone conference with Company and tax team re renewal rent calculation issues (1.1); attention to transfer and monetization provision issues in lease and equipment loan agreement (.8); attention to correspondence (.4).
04/01/20	Dan Walbrun	2.20	Prepare for telephone conference re open lease issues and exhibit E and attend telephone conference re same (1.0); revise comments to lease documentation (1.2).
04/01/20	Brad Weiland	1.60	Review and analyze Uniti documents and status pending finalizing and filing (.9); correspond and telephone conferences with team re same (.7).
04/02/20	Chris Ceresa	1.60	Correspond with Company and K&E team re terminating a contract (.8); analyze court order re same (.4); telephone conference with S. Caldwell-McMillan re same (.4).
04/02/20	Brian Ford, P.C.	1.00	Review and analyze exit issues (.5); telephone conference re same (.5).
04/02/20	Trudy Smith	0.40	Telephone conference with Company re partner work in process.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/20	Al Stemp, P.C.	2.70	Review equipment Loan Agreement and ILEC lease transfer revisions (.8); Various telephone conferences with D. Walbrun re open CLEC and ILEC lease and Equipment Loan issues (1.2); telephone conference with Uniti RE counsel re open lease issues and process to finalize leases (.7).
04/02/20	Steve Toth	0.50	Prepare correspondence re IRU issues.
04/02/20	Dan Walbrun	5.20	Review and analyze lease comments and revise Lease documentation re same (3.7); attend telephone conference with Company re open issues (.7); attend telephone conference with DPW re open issues (.8).
04/02/20	Brad Weiland	2.70	Review Uniti settlement documents (.6); correspond and telephone conferences with K&E team re status of same (.7); correspond and telephone conferences with K. Moody re same (.5); prepare and revise materials re same (.5); follow up re same (.4).
04/03/20	Spencer Caldwell-McMillan	0.20	Telephone conference and correspond with A&M re assumption.
04/03/20	Carrie Therese Oppenheim	0.60	Review and file 365(d)(4) stipulation (.4); submit proposed order to chambers (.2).
04/03/20	Trudy Smith	0.60	Correspond with Fisher Boyle re contract counterparty outstanding amounts (.1); correspond with Company re same (.1); review and revise stipulation and order re section 365(d)(4) extension (.2); correspond with K&E team re filing same (.1); correspond with Stoel re same (.1).
04/03/20	Al Stemp, P.C.	3.00	Review open ILEC and CLEC lease issues (.5); conference with D. Walbrun re CLEC excluded strands issues (.5); telephone conference with WIN and K&E team re status of documents and next steps (1.3); attention to correspondence re various lease issues (.7).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029147

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/20	Steve Toth	2.30	Analyze correspondence re transaction documents (.5); telephone conference with PW, Ropes and K&E team re document and transaction update (.4); correspond with Company re asset purchase agreement (.3); telephone conference with Company and K&E team re document and court status (.7); prepare correspondence re document status and issues (.4).
04/03/20	Dan Walbrun	5.50	Review and analyze lease comments and revise lease documentation re same (4.5); telephone conferences with Company and internal telephone conferences re open deal issues (1).
04/03/20	Brad Weiland	1.90	Review and analyze Uniti settlement status and documents received (1.1); correspond and telephone conferences with team, Company, advisors re same (.8).
04/04/20	Brad Weiland	2.30	Review and analyze Uniti settlement documents (.8); review and revise issues list re same (.7); correspondence and telephone conference re same with Company, working group (.8).
04/05/20	Tommy Scheffer	1.80	Correspond and telephone conferences with DPW, RG, PW and K&E teams re settlement documentation, status update.
04/05/20	Al Stemp, P.C.	1.80	Telephone conference with Windstream, Uniti and creditor legal teams re case status and open issues (1.3); telephone conference with D. Walbrun re RE issues (.5).
04/05/20	Dan Walbrun	3.10	Analyze open CLEC Lease issues (1.5); attend telephone conferences with global group (1.0); correspond with K&E team re open Lease issues (.6).
04/06/20	Francis Petrie	0.40	Telephone conference re plan lease treatment and plan supplement.
04/06/20	Trudy Smith	0.20	Correspond with contract counterparty re plan treatment of contract.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029147

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/20	Al Stemp, P.C.	2.90	Attention to logistics issues re treatment of reversionary strands (1.3); comment on summary of WIN position on reversionary strands from D. Walbrun (.5); review/analyze responses from WIN re tax characterization concerns re reversionary strands (.6); attention to correspondence (.5).
04/06/20	Steve Toth	0.40	Prepare documents and correspondence for distribution re asset purchase agreement.
04/06/20	Dan Walbrun	6.90	Review and analyze open material deal issues re leases with a view toward closing.
04/06/20	Brad Weiland	2.40	Review and analyze all Uniti settlement documents and status re same (1.7); correspond and telephone conferences re same with team, Company, advisors (.7).
04/07/20	Chris Ceresa	0.50	Telephone conferences with K&E team, J. Luze and S. Caldwell-McMillan re utilities issue.
04/07/20	Emily Flynn	0.50	Draft, revise assumption notice.
04/07/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team and Company re lease (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/07/20	Heidi Hockberger	3.40	Correspond with K&E team, creditor parties and Company re settlement documents.
04/07/20	Tommy Scheffer	0.70	Correspond and telephone conferences with Offit Kurman and K&E teams re executory contracts.
04/07/20	Trudy Smith	0.20	Correspond and telephone conference with T. Scheffer re contract counterparty and plan implications.
04/07/20	Al Stemp, P.C.	3.00	Telephone conference with K&E team and K. Moody re characterization of reversionary strands (.7); telephone conference with D. Walbrun re status of lease documentation and open items (.5); telephone conference with K&E team re documentation deadline and litigation strategy issues (.6); telephone conference with DPW and K&E teams re open lease issues and process to finalize documents (.7); review and analyze correspondence (.5).



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/07/20	Steve Toth	1.40	Revise and distribute O&M and IRU agreements (.9); prepare related correspondence (.5).
04/07/20	Dan Walbrun	5.30	Review and analyze open material deal issues re leases with view toward closing (4.0); telephone conference re exhibit E (.7); telephone conferences re open deal issues and coordinate same (.6).
04/07/20	Brad Weiland	2.00	Review and analyze status and documents re Uniti contract and lease settlement (.5); telephone conferences re same with team, Company (1.5).
04/08/20	Al Stemp, P.C.	2.60	Correspond re lease open issues and settlement status (.8); review revised ILEC lease draft from DPW (1.3); telephone conferences re same (.5).
04/08/20	Steve Toth	0.30	Participate in all advisors status update.
04/08/20	Dan Walbrun	7.80	Review and analyze open material deal issues re leases and equipment loan agreement.
04/08/20	Brad Weiland	2.90	Review and analyze Uniti settlement and status of same (.8); correspond and telephone conferences with K&E team, Company re same (1.2); prepare and revise materials re same for discussion (.5); correspond re same (.4).
04/09/20	Spencer Caldwell-McMillan	0.40	Correspond with A&M and K&E team re rejection response (.2); telephone conference with A&M re contract issues (.2).
04/09/20	Andrew James Dragstrem	0.50	Telephone conference with Davis Polk re open points on asset purchase agreement.
04/09/20	Heidi Hockberger	1.10	Telephone conference with K&E team and Company re settlement matters.
04/09/20	Tommy Scheffer	0.90	Correspond and telephone conferences with M. Bolesta, A&M, K&E teams re equipment leases (.6); analyze plan re same (.3).
04/09/20	Trudy Smith	0.80	Telephone conference with Company re channel partner (.4); correspond with S. Caldwell-McMillan re response to contract rejection (.1); review and analyze lease assumption notice (.2); correspond with E. Flynn re same (.1).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029147

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/20	Al Stemp, P.C.	4.20	Telephone conference with WIN and K&E teams re rent reset issues and response to Uniti (.8); review ILEC lease redraft and issues list (2.2); telephone conferences with D. Walbrun re ILEC lease issues (.7); review correspondence re same (.5).
04/09/20	Steve Toth	1.00	Correspond with DPW and K&E team re asset purchase agreement (.5); prepare attorney notes and correspondence re asset purchase agreement discussion (.5).
04/09/20	Dan Walbrun	5.30	Coordinate and correspond re open material deal issues re leases with a view toward closing (3.1); prepare issues list re same (1.5); telephone conference re exhibit E (.7).
04/09/20	Brad Weiland	0.90	Review and analyze Uniti contract and lease settlement and correspond with K&E team re status of documents re same.
04/10/20	Leif Buschmann	0.50	Review and analyze Uniti checklist (.3); telephone conference with Uniti team re status of open items (.2).
04/10/20	Emily Flynn	1.00	Revise assumption notice (.2); correspond with T. Smith re same (.1); review, analyze Zycus objection re contract rejection (.5); correspond with T. Smith, opposing counsel re same (.2).
04/10/20	Heidi Hockberger	3.00	Correspond with K&E team, creditor parties and Company re settlement documents (1.1); review and analyze issues re same (1.9).
04/10/20	Trudy Smith	1.20	Correspond with E. Flynn re response to contract rejection (.2); review and analyze response re same (.3); correspond with E. Flynn re lease assumption notice (.2); review and comment on same (.4); correspond with Company and K&E team re same (.1).
04/10/20	Al Stemp, P.C.	4.40	Telephone conferences with D. Walbrun, K. Moody and D. King re ILEC lease issues (2.3); telephone conferences with WIN team and K&E tax re rent reset issues (.5); settlement status telephone conference (.3); analyze reversionary strands issues and other open CLEC lease mechanics (.8); review transaction correspondence (.5).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/20	Steve Toth	1.60	Correspond with Company and K&E team re asset purchase agreement (1.2); telephone conference with advisor re update (.2); correspond re asset purchase agreement and related documents (.2).
04/10/20	Benjamin C. Vizvary	0.40	Attend telephone conference with DPW, RG, PW, K&E teams re Uniti settlement documents (.2); review and revise Uniti settlement checklist (.2).
04/10/20	Dan Walbrun	6.50	Coordinate and correspond re open material deal issues re leases, with a view toward closing (4); prepare issues list re same (1.2); attend telephone conferences re asset purchase agreement, lease and exhibit E (1.3).
04/10/20	Brad Weiland	0.90	Review and analyze Uniti settlement document status.
04/11/20	Heidi Hockberger	0.30	Revise settlement agreement and correspond with DPW re same.
04/11/20	Dan Walbrun	2.60	Attend telephone conference with opposing counsel to discuss open issues (.7); analyze and attend to legal issues re same (1.9).
04/12/20	Heidi Hockberger	0.10	Correspond with K&E team re settlement documents.
04/12/20	Dan Walbrun	3.80	Review, analyze and coordinate re open material deal issues re leases with a view toward closing, including revising ILEC lease.
04/13/20	Heidi Hockberger	0.60	Correspond with K&E team and utility Company re settlement.
04/13/20	Tiffany T. Mason	0.30	Telephone conference with legal teams re Uniti settlement.
04/13/20	Francis Petrie	0.60	Telephone conference with K&E, DPW, PW teams re settlement documentation.
04/13/20	Margaret Reiney	2.20	Correspond with PJT re settlement timeline (.2); telephone conference with PW, DPW and K&E re settlement timeline (.3); revise materials re negotiation timeline (1.7).
04/13/20	Tommy Scheffer	0.60	Correspond and telephone conference with DPW, RG, PW, K&E teams re settlement documentation.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029147

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/20	Trudy Smith	0.30	Revise lease assumption notice (.1); correspond with Company re same (.1); correspond with E. Flynn re objection to contract rejection (.1).
04/13/20	Al Stemp, P.C.	4.20	Prepare for telephone conference re ILEC lease with Company senior management (.8); telephone conference re ILEC lease with D. Walbrun, K. Moody and Company senior management (1.1); review ILEC lease redraft (1.2); telephone conference with D. Walbrun re settlement check-in telephone conference and next steps re RE issues (.7); review correspondence re same (.4).
04/13/20	Steve Toth	1.00	Participate in all advisors update telephone conference (.3); correspond with Company re asset purchase agreement issues (.3); correspond with Y. French re asset purchase agreement issues and process (.2); prepare correspondence re asset purchase agreement issues (.2).
04/13/20	Benjamin C. Vizvary	0.70	Revise Uniti settlement agreement checklist (.4); attend telephone conference re same (.3).
04/13/20	Dan Walbrun	6.40	Review and analyze open deal issues with a goal toward finalizing documentation (5.0); telephone conferences re open issues with Company and opposing side (1.4).
04/13/20	Brad Weiland	1.00	Correspond re Uniti settlement documents with team, Company (.3); review and analyze status of same (.3); telephone conferences and correspond with K&E team re same (.4).
04/14/20	Heidi Hockberger	5.80	Correspond with K&E team and utility Company re settlement (3.4); revise documents re same (2.4).
04/14/20	Tiffany T. Mason	3.00	Summarize Uniti and WIN positions on asset purchase agreement, O&M agreement and IRU agreement (2.5); telephone conference with K&E, DPW, PW teams re Uniti settlement (.5).
04/14/20	Francis Petrie	1.00	Telephone conference with K&E, DPW, PW teams re settlement documentation (.5); conference with Company re same (.5).
04/14/20	Margaret Reiney	3.20	Research re Uniti settlement language (2.4); research precedent re same (.8).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029147

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/20	Tommy Scheffer	2.70	Correspond with Company and K&E team re settlement term sheet (.4); analyze drafts of same (1.5); correspond and telephone conferences with DPW, RG, PW, K&E teams re settlement documentation (.8).
04/14/20	Al Stemp, P.C.	2.70	Telephone conference with D. Walbrun and K&E team re material open issues (.5); review and comment on revised equipment loan agreement (1.1); review material issues from CEO telephone conference (.3); telephone conference with D. Walbrun (.3); review correspondence re same (.5).
04/14/20	Steve Toth	1.60	Analyze correspondence re issues list and prepare related correspondence (.5); correspond with Company and K&E team re transaction issues (.6); participate in all advisors update telephone conference (.5).
04/14/20	Benjamin C. Vizvary	0.80	Update settlement checklist (.1); telephone conference with T. Mason re mediation issue list (.2); telephone conference with K&E, DPW, PW teams re Uniti settlement transaction documents (.5).
04/14/20	Dan Walbrun	4.20	Review and analyze open deal issues with a goal toward finalizing documentation (2.0); attend telephone conferences re checklists, negotiating leases and equipment loans (1.5); telephone conferences with Company re same (.7).
04/14/20	Nicholas Warther	0.60	Review and analyze Uniti settlement agreement.
04/14/20	Brad Weiland	2.50	Review and analyze open items re Uniti settlement documents (.9); correspond and telephone conferences re same with working group, Company (1.6).
04/15/20	Andrew James Dragstrem	0.50	Telephone conference with Davis Polk re asset purchase agreement.

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029147

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/15/20	Emily Flynn	1.70	Review and analyze Zycus objection (.4); telephone conference with Zycus re rejection objection (.2); correspond with T. Smith re same (.1); correspond with Zycus re same (.3); correspond with Velocloud re lease assumption (.1); review and analyze materials re same (.3); telephone conference with Velocloud re same (.1); research issues re same (.2).
04/15/20	Heidi Hockberger	7.90	Correspond with K&E team re settlement documents (2.6); revise same (3.4); draft issues list re same (1.9).
04/15/20	Andrew Polansky	0.90	Correspond with T. Smith, J. Luze re pole agreement (.5); review, analyze correspondence re same (.2); correspond with Company re same (.2).
04/15/20	Tommy Scheffer	3.90	Correspond with PJT, K&E teams re settlement documentation materials (1.6); review and revise same (1.6); correspond and telephone conferences with DPW, RG, PW, K&E teams re settlement documentation, mediation (.7).
04/15/20	Trudy Smith	1.00	Telephone conference and correspond with Zycus and E. Flynn re contract rejection response (.5); review and analyze correspondence with AEP and Company re claim and contract settlement (.2); correspond with K&E team re same (.3).
04/15/20	Al Stemp, P.C.	2.10	Review Exhibit E calculation issues and related correspondence with D. Walbrun (.7); telephone conference with D. Walbrun and WIN team re ILEC equipment loan comments (.6); attention to resolution of material agreement defaults issues (.8).
04/15/20	Steve Toth	1.10	Correspond with Ropes re asset purchase agreement (.3); analyze and respond to correspondence re asset purchase agreement issues lists (.8).
04/15/20	Benjamin C. Vizvary	0.40	Update Uniti settlement checklist (.1); participate in telephone conference with DPW, RG, PW, K&E teams re same (.3).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/15/20	Dan Walbrun	11.10	Review and analyze open deal issues with a goal toward finalizing documentation (6); attend telephone conferences re checklists (1.5); negotiate leases and equipment loans (3.6).
04/15/20	Brad Weiland	3.70	Correspond with Company, working group re potential Uniti contract and lease settlement (.5); prepare and revise materials re same (1.7); telephone conferences with Company, K&E team and follow-up re same (1.5).
04/15/20	Brad Weiland	1.20	Discuss mediation with Company, working group (.8); prepare and revise materials re same (.4).
04/16/20	Heidi Hockberger	4.40	Revise settlement documents and issues list (3.6); telephone conferences with K&E team, creditor parties, and PJT re mediation (.8).
04/16/20	Andrew Polansky	0.70	Correspond with Company, counterparty, T. Smith re executory contract.
04/16/20	Tommy Scheffer	2.90	Correspond with K&E team re mediation materials (.9); review and analyze same (1.6); correspond and telephone conferences with K&E team re mediation status (.4).
04/16/20	Al Stemp, P.C.	6.80	Review CLEC lease draft and issues list (2.5); telephone conference with D. Walbrun and WIN team re CLEC lease draft (1.5); telephone conference with K&E and WIN teams to review issues list deck for mediation (.7); mediation pre-telephone conference with K&E and WIN teams (.6); various conferences with D. Walbrun re status of open real estate issues (.8); review transaction correspondence (.7).
04/16/20	Steve Toth	2.00	Correspond with Company and K&E team re transaction issues list (1.0); analyze issues list slides (.4); participate in mediation pre-telephone conference with Company and K&E team (.6).
04/16/20	Dan Walbrun	12.10	Review and analyze re open deal issues with a goal toward finalizing documentation (7.6); telephone conferences re negotiating leases and mediation (4.5).
04/16/20	Brad Weiland	0.90	Review and analyze documents re Uniti contract and lease settlement.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/20	Brad Weiland	1.60	Prepare and revise materials re mediation issues.
04/17/20	Leif Buschmann	2.10	Correspond with K&E team re notice draft (.2); review and analyze notice precedent re executory contracts (.7); research re historical notice drafts (.5); draft notice re executory contracts (.7).
04/17/20	Spencer Caldwell-McMillan	0.20	Correspond and telephone conference with L. Buschmann re notice and related matters.
04/17/20	Heidi Hockberger	1.10	Correspond with K&E team and Company re settlement.
04/17/20	Hannah Kupsky	0.30	Compile materials re notices of assumption.
04/17/20	Francis Petrie	1.80	Telephone conference with K&E, DPW, PW teams re settlement documentation (.3); correspond re mediation logistics (.7); correspond with K&E team re deal terms (.5); correspond with PJT re renewal materials (.3).
04/17/20	Andrew Polansky	0.40	Correspond with Company, counterparty re unexpired contracts (.3); conference with T. Smith re same (.1).
04/17/20	Tommy Scheffer	2.10	Correspond and telephone conferences with Barclay Damon, K&E teams re license agreement.
04/17/20	Trudy Smith	0.40	Correspond with McDonald Law re pole attachment agreement (.2); correspond with S. Caldwell-McMillan re executory contract assumption and rejection inquiries (.1); review and analyze outstanding executory contract matters (.1).
04/17/20	Al Stemp, P.C.	2.20	Review current ILEC and CLEC leases and equipment loan mark-ups (1.2); review and analyze various correspondence re transaction status and strategy (1.0).
04/17/20	Steve Toth	0.30	Analyze correspondence re asset purchase agreement and exhibits and related issues.
04/17/20	Benjamin C. Vizvary	0.20	Revise Uniti settlement checklist (.1); attend telephone conference with K&E, DPW, PW teams re same (.1).
04/17/20	Dan Walbrun	6.50	Review and analyze open deal issues re leases, lease splitter (5.5); attend checklist telephone conference (1.0).
04/17/20	Brad Weiland	1.90	Review and analyze Uniti settlement status, next steps re same, documents re same.



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/20	Leif Buschmann	1.10	Draft notice re executory contracts.
04/18/20	Heidi Hockberger	1.60	Correspond with K&E team and Company re settlement documents.
04/18/20	Margaret Reiney	0.20	Review mediation correspondence from DPW.
04/18/20	Benjamin C. Vizvary	1.50	Draft and compile documents re Uniti settlement.
04/18/20	Dan Walbrun	0.70	Review and analyze open deal issues with a goal toward finalizing documentation.
04/19/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team re proposal on non-exhibit E items.
04/19/20	Heidi Hockberger	8.00	Correspond with K&E team, Company and Uniti re settlement (3.9); revise documents re same (4.1).
04/19/20	Marc Kieselstein, P.C.	1.40	Consider revised settlement proposals and next steps.
04/19/20	Francis Petrie	3.30	Telephone conference with K&E, DPW teams re finalizing Uniti documents (2.2); correspond with K&E team re same (1.1).
04/19/20	Margaret Reiney	0.90	Review and revise notice of settlement documentation (.7); correspond with K&E team re same (.2).
04/19/20	Tommy Scheffer	1.20	Correspond with K&E team re notice of filing definitive documentation (.7); review and revise same (.5).
04/19/20	Al Stemp, P.C.	8.80	Review open issues re finalizing ILEC and CLEC leases and responses from Uniti's counsel (2.5); telephone conferences with Company and Uniti teams re open lease, APA and settlement agreement issues (3.3); review and analyze lease provision revisions (1.5); review and analyze correspondence re same (.5); telephone conferences with Company and Uniti teams re open lease, APA and settlement agreement issues (1.0).
04/19/20	Steve Toth	1.80	Participate in telephone conference with K&E team re exhibit E and status update (.4); analyze and revise asset purchase agreement and analyze and respond to correspondence re same (1.4).
04/19/20	Dan Walbrun	12.00	Review and analyze open deal issues (7); negotiate and draft documentation (5.0).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/20	Brad Weiland	3.30	Correspond and telephone conferences with Company, advisors, K&E team re potential Uniti contract and lease settlement (1.6); prepare and revise materials re same (1.7).
04/20/20	Spencer Caldwell-McMillan	0.70	Correspond with E. Flynn re rejection (.2); correspond with K&E team re same (.1); correspond with E. Flynn re notice (.3); correspond with A&M re notice parties (.1).
04/20/20	Emily Flynn	0.60	Draft rejection notice (.4); correspond with A&M, K&E teams re same (.2).
04/20/20	Stephen C. Hackney, P.C.	0.70	Prepare for and attend conference with K&E team re settlement.
04/20/20	Stephen E. Hessler, P.C.	2.50	Telephone conference with K&E team, Company, PJT and Davis Polk re mediation (.5); telephone conference and correspond with K&E team and Company re settlement agreement (.5); telephone conference and correspond with K&E team and Company re document status (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/20/20	Heidi Hockberger	15.90	Correspond with K&E team, Company and Uniti re settlement (3.1); analyze materials re same (3.1); telephone conferences re same (3.7); revise documents re same (3.9); prepare same for filing (2.1).
04/20/20	Marc Kieselstein, P.C.	1.50	Analyze open issues and potential resolutions, potential adjournment of trial date, messaging for 4/28 status conference.
04/20/20	Francis Petrie	7.30	Telephone conferences with Company, Uniti re ongoing documentation (1.2); arrange logistics re mediation telephone conference (.8); review and revise materials re Uniti documentation (3.5); correspond with K&E team re same (1.8).
04/20/20	Margaret Reiney	4.40	Correspond with PJT and K&E teams re settlement preparation (.7); revise notice of definitive documentation (2.9); correspond with K&E team re same (.8).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/20	Tommy Scheffer	3.00	Correspond with Company, A&M, Prime Clerk, K&E teams re IRU counterparty noticing (1.2); analyze contracts re same (.2); correspond with K&E team re mediation (.5); correspond with K&E team re definitive documentation (1.1).
04/20/20	Anthony Vincenzo Sexton	4.00	Telephone conferences with K&E team and DPW re settlement issues (2.0); telephone conference with K&E team and Company re same (.6); telephone conference with K&E team re settlement agreement (.3); review and revise settlement documentation (1.1).
04/20/20	Al Stemp, P.C.	10.20	Review revised lease drafts from DPW (1.4); various telephone conferences with WIN team to respond to and resolve open issues to finalize ILEC and CLEC leases (4.3); telephone conferences with DPW to address open lease issues (2); review and analyze lease provision revisions (1.7); review correspondence (.8).
04/20/20	Steve Toth	3.90	Participate in all hands telephone conference re asset purchase agreement issues (1.3); participate in all hands telephone conference re asset purchase agreement revisions (.5); correspond with Company re asset purchase agreement revisions (.8); revise asset purchase agreement and distribute (.2); revise asset purchase agreement schedules (.4); participate in telephone conference with Company and K&E team re asset purchase agreement and revise asset purchase agreement (.7).
04/20/20	Dan Walbrun	13.50	Review and analyze open deal issues (7.4); draft and revise documentation re same (6.1).
04/20/20	Brad Weiland	3.90	Review and revise settlement agreement, other Uniti contract and lease settlement documents (2.0); telephone conferences and correspond with K&E team, Company, advisors re same (1.9).
04/21/20	Leif Buschmann	1.30	Draft and revise notice letter re assumed and assigned executory contracts.
04/21/20	Heidi Hockberger	0.70	Correspond with K&E team, Company and Uniti re settlement documents.
04/21/20	Marc Kieselstein, P.C.	1.20	Work with litigation team on 9019 defense.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/20	Hannah Kupsky	0.50	Compile materials re notice of assumption and assignment.
04/21/20	Carrie Therese Oppenheim	0.40	Finalize and file rejection notice (.3); arrange service of same (.1).
04/21/20	Francis Petrie	4.10	Correspond with K&E, DPW teams re definitive documents (2.5); review and revise materials re filing same (1.6).
04/21/20	Tommy Scheffer	3.60	Correspond with DPW, RG, PW, K&E teams re settlement agreement status (1.1); correspond and telephone conferences with Company and K&E team re asset transfers under APA (1.3); analyze same (1.2).
04/21/20	Al Stemp, P.C.	2.90	Review and analyze finalizing ILEC and CLEC leases (1.5); telephone conferences with deal team re open lease issues (.8); review and analyze correspondence (.6).
04/21/20	Dan Walbrun	14.00	Review and analyze open deal issues (8.4); draft and revise documents re same (5.6).
04/21/20	Nicholas Warther	0.30	Review and analyze final versions of APA and Uniti settlement.
04/21/20	Brad Weiland	1.80	Review and revise settlement lease documents (.4); correspond and telephone conferences with Company, working group re same (1.2); correspond re same (.2).
04/22/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
04/22/20	Heidi Hockberger	0.70	Correspond with K&E team, Company, and Uniti re settlement documents (.4); correspond with K&E team re 9019 declaration (.3).
04/22/20	Francis Petrie	0.80	Correspond with K&E team, Company re lease status.
04/22/20	Margaret Reiney	1.40	Correspond with K&E team and PJT re rent calculations (.4); research re same (.8); correspond with H. Hockberger re same (.2).
04/22/20	Anthony Vincenzo Sexton	0.30	Correspond with K&E team re settlement documentation and related issues.
04/22/20	Trudy Smith	0.90	Telephone conference and correspond with K&E re claims resolution for partners (.5); telephone conference with J. Luze re same (.1); review de minimis settlement procedures (.1); analyze releases (.2).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/20	Al Stemp, P.C.	1.00	Respond to litigation inquiry re amendment to MLA (.5); review correspondence (.5).
04/22/20	Benjamin C. Vizvary	0.70	Update checklist re Uniti settlement documents.
04/22/20	Dan Walbrun	0.60	Review and analyze open deal issues re finalizing documentation.
04/23/20	Heidi Hockberger	3.40	Correspond with K&E team and Company re 9019 order and noticing (2.5); telephone conferences with K&E team, PJT and A&M re Uniti settlement and next steps (.9).
04/23/20	Marc Kieselstein, P.C.	0.60	Review deposition summary and impact on prima facie case.
04/23/20	Tommy Scheffer	3.50	Correspond with Company and KCC, K&E teams re transferred agreements under settlement (.4); analyze same (.2); correspond with K&E team re 9019 reply (.5); review and revise same (1.0); correspond with KCC, K&E teams re IRU notices (.7); review and revise same (.4); correspond with DOJ, K&E teams re 9019 order (.3).
04/23/20	Trudy Smith	1.20	Telephone conference with Company, A&M and K&E team re partner settlements (.5); correspond with J. Luze re settlement revision (.2); revise settlement provision (.2); review plan re claims treatment (.1); correspond with A&M re revised settlement (.2).
04/23/20	Brad Weiland	1.10	Correspond with H. Hockberger re Uniti contract and lease settlement (.2); review and analyze settlement agreement (.9).
04/24/20	Heidi Hockberger	3.40	Correspond with K&E team and Company re 9019 order and noticing (1.4); revise 9019 order (1.5); revise 9019 reply (.5).
04/24/20	Tommy Scheffer	1.90	Correspond with Company, DPW, KCC, A&M, K&E teams re IRU contract noticing items (.9); review and revise IRU notice (.4); correspond with IRU counterparties re assumed and assigned contracts (.6).
04/24/20	Steve Toth	0.30	Analyze and prepare correspondence re asset purchase agreement exhibits.
04/24/20	Dan Walbrun	4.20	Review, analyze and correspond on open issues re open questions.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/20	Brad Weiland	0.90	Correspond with team re contract assumption items (.4); review and analyze materials re same (.2); prepare comments re same (.3).
04/25/20	Heidi Hockberger	0.30	Correspond with K&E team and Company re 9019 order and noticing.
04/25/20	Tommy Scheffer	1.40	Correspond with IRU contract counterparties and K&E team re IRU contract assignments.
04/26/20	Marc Kieselstein, P.C.	1.50	Review settlement motion issues.
04/27/20	Spencer Caldwell-McMillan	0.50	Telephone conference with C. Ceresa re rejection (.1); correspond with C. Ceresa re same (.1); telephone conference with C. Ceresa and A&M re lease issues (.2); correspond with C. Ceresa re same (.1).
04/27/20	Tommy Scheffer	5.10	Correspond with Company, K&E team re IRU contract counterparty noticing (2.2); analyze IRU contracts (1.4); correspond with contract counterparties and K&E team re same (1.5).
04/27/20	Brad Weiland	1.70	Review and analyze Uniti contract and lease settlement items and correspondence re same with Company, team.
04/28/20	Andrew James Dragstrem	3.20	Telephone conference with Uniti and Windstream re master collocation agreement, IRU and O&M.
04/28/20	Francis Petrie	0.40	Correspond with PW, Ropes teams re disclosure statement exhibits.
04/28/20	Tommy Scheffer	2.80	Correspond and telephone conferences with K. Cunningham and K&E team re settlement agreement (1.2); correspond and telephone conferences with KCC, K&E teams re IRU contract noticing (1.0); correspond with Company, SLF, DPW, RG, PW, K&E teams re 9019 order (.6).
04/28/20	Trudy Smith	0.20	Correspond with A&M re partner settlement revision and revise mark-up re same.
04/28/20	Al Stemp, P.C.	0.80	Review equipment loan draft and related correspondence in preparation for Company telephone conference.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/20	Steve Toth	6.50	Analyze revised asset purchase agreement exhibits (1.6); participate in telephone conference with WIN, Uniti and DPW re asset purchase agreement exhibits (3.5); revise collocation and O&M agreements (1.0); analyze correspondence re revised drafts of asset purchase agreement exhibits (.4).
04/28/20	Dan Walbrun	0.50	Review and analyze open deal items.
04/28/20	Brad Weiland	3.40	Review and analyze outstanding ancillary agreements re Uniti contract and lease settlement (2.1); correspond and telephone conferences re same with team, Company (1.3).
04/29/20	Anthony Abate	2.00	Finalize notices re definitive documents (1.0); correspond with K&E team re same (.5); prepare, file and serve notices re same (.5).
04/29/20	Heidi Hockberger	1.10	Telephone conference with K&E team re settlement approval and reply.
04/29/20	John R. Luze	1.80	Review and analyze Uniti documentation issues and filing (1.4); correspond with K&E team re same (.4).
04/29/20	Francis Petrie	3.60	Correspond re filing notice of ancillary documents (.9); review and revise materials re same (.4); telephone conference with K&E team, Company re finalizing documents (2.3).
04/29/20	Margaret Reiney	2.20	Review and revise notice of assumption and assignment of IRU contracts (1.6); correspond with K&E team re same (.2); review and revise 9019/BCA declaration (.4).
04/29/20	Tommy Scheffer	0.40	Correspond with KCC, A&M, K&E teams re cure notices.
04/29/20	Tommy Scheffer	3.00	Correspond with DOJ, FisherBroyles, DPW, K&E teams re 9019 order (.8); review and revise same (.3); correspond with KCC, K&E teams re Uniti settlement assumption and assignment notice (.6); review and revise same (.6); correspond with Halperin, K&E teams re assigned contracts (.7).
04/29/20	Trudy Smith	0.80	Telephone conference and correspond with A&M re partner settlements issues (.5); analyze legal issues and review materials re same (.3).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/20	Al Stemp, P.C.	0.60	Attention to various correspondence re finalizing open agreements prior to 5/7 hearing.
04/29/20	Steve Toth	1.70	Analyze revised asset purchase agreement documents and related correspondence (.6); participate in telephone conference with K&E team re asset purchase agreement documents (1.1).
04/29/20	Dan Walbrun	2.50	Review and analyze open loan and lease items with a view toward finalizing open documentation.
04/29/20	Brad Weiland	2.60	Review and revise Uniti contract and lease settlement materials (1.7); prepare and file materials re same (.9).
04/30/20	Anthony Abate	1.50	Finalize materials re definitive documents (.7); prepare, file and serve notices re same (.8).
04/30/20	Chris Ceresa	0.60	Revise settlement motion to assume and assign Verizon agreement.
04/30/20	Heidi Hockberger	1.20	Prepare ancillary settlement documents for filing (1.0); correspond with K&E team re assignment notice (.2).
04/30/20	Tiffany T. Mason	0.70	Review easement agreements.
04/30/20	Francis Petrie	5.20	Telephone conference re finalizing ancillary agreements and settlement documentation (2.2); review and revise materials and notices re same (2.3); correspond with K&E team re same (.7).
04/30/20	Margaret Reiney	2.40	Review and revise notice of IRU contract assumption and assignment (1.3); correspond with K&E team re same (.4); review and revise BCA reply (.4); correspond with PJT and K&E team re declaration ISO BCA/9019 (.3).
04/30/20	Tommy Scheffer	3.80	Correspond and telephone conferences with KCC, K&E teams re assumption and assignment notice (1.6); review and revise same (.7); correspond with K&E team re 9019 order (.6); review and revise same (.9).



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029147

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/20	Trudy Smith	0.90	Attend telephone conference with Company, A&M re partner settlement update (.5); correspond and telephone conference with A&M re settlement issues and analyze same (.4).
04/30/20	Al Stemp, P.C.	1.60	Telephone conference with K. Moody and D. King re open equipment loan agreement issues (.5); telephone conference with D. Walbrun to review open issues (.3); review mark-up of equipment loan agreement (.4); review correspondence re status of lease exhibits (.4).
04/30/20	Steve Toth	3.20	Participate in all hands telephone conference re finalizing asset purchase agreement and related documents (.3); analyze asset purchase agreement documents and related correspondence (2.7); analyze final drafts and related correspondence (.2).
04/30/20	Dan Walbrun	1.00	Review and analyze open issues re equipment loan agreement, including preparing a revised set of comments.
<b>Total</b>		<b>517.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029148**  
**Client Matter: 24706-19**

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## In the Matter of Hearings

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 8,563.50

Total legal services rendered

\$ 8,563.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050029148  
 Matter Number: 24706-19

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Stephen E. Hessler, P.C.	2.00	1,635.00	3,270.00
Heidi Hockberger	1.00	845.00	845.00
Marc Kieselstein, P.C.	0.50	1,635.00	817.50
Ravi Subramanian Shankar	0.50	1,075.00	537.50
Brad Weiland	2.30	1,345.00	3,093.50
<b>TOTALS</b>	<b>6.30</b>		<b>\$ 8,563.50</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050029148  
 Matter Number: 24706-19

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/06/20	Heidi Hockberger	1.00	Telephonically attend hearing re Uniti settlement discovery.
04/06/20	Brad Weiland	1.40	Prepare for and participate in telephonic discovery and status conference.
04/21/20	Stephen E. Hessler, P.C.	2.00	Telephone conference and correspond with K&E team and Company re omnibus hearing (1.0); prepare for and attend omnibus hearing telephonically (1.0).
04/21/20	Marc Kieselstein, P.C.	0.50	Attend telephonic hearing re status on settlement.
04/21/20	Ravi Subramanian Shankar	0.50	Telephonically attend court hearing re Windstream matters.
04/21/20	Brad Weiland	0.90	Prepare for and participate in telephonic hearing.
<b>Total</b>		<b>6.30</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029149**  
**Client Matter: 24706-22**

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## In the Matter of Plan/Disclosure Statement/Confirmation

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 375,018.50

Total legal services rendered

\$ 375,018.50

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	1.70	340.00	578.00
Leif Buschmann	10.10	845.00	8,534.50
Chris Ceresa	4.60	610.00	2,806.00
Neda Davanipour	0.20	845.00	169.00
Susan D. Golden	0.40	1,175.00	470.00
Stephen E. Hessler, P.C.	33.60	1,635.00	54,936.00
Heidi Hockberger	0.60	845.00	507.00
Marc Kieselstein, P.C.	2.70	1,635.00	4,414.50
Hannah Kupsky	0.30	340.00	102.00
William A. Levy, P.C.	5.10	1,645.00	8,389.50
John R. Luze	38.40	1,085.00	41,664.00
Tiffany T. Mason	5.40	740.00	3,996.00
Carrie Therese Oppenheim	17.90	445.00	7,965.50
Francis Petrie	90.80	845.00	76,726.00
Margaret Reiney	115.30	610.00	70,333.00
Tommy Scheffer	84.10	740.00	62,234.00
Steve Toth	1.00	1,295.00	1,295.00
Benjamin C. Vizvary	6.90	610.00	4,209.00
Brad Weiland	19.10	1,345.00	25,689.50
<b>TOTALS</b>	<b>438.20</b>		<b>\$ 375,018.50</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Heidi Hockberger	0.20	Telephone conference with Company re path to emergence.
04/01/20	John R. Luze	1.20	Review and analyze issues re plan and disclosure statement (.8); finalize same for filing (.4).
04/01/20	Carrie Therese Oppenheim	3.20	Prepare, finalize plan, disclosure statement and disclosure statement motion for filing (2.2); file same (.8); correspond with J. Westwood re service (.2).
04/01/20	Francis Petrie	8.70	Review and revise disclosure statement (2.5); review and revise disclosure statement motion (2.7); review and revise plan (2.3); arrange for filing and service of same (1.2).
04/01/20	Margaret Reiney	5.70	Telephone conferences with K&E team and KCC re plan, disclosure statement (.6); correspond with KCC re noticing requirements (.7); revise disclosure statement (.7); revise disclosure statement motion (1.2); revise plan (1.1); correspond with K&E team re same (.4); correspond with C. Oppenheim re filing disclosure statement, plan and disclosure statement motion (.2); telephone conference with PJT re disclosure statement (.1); review and revise BCA motion (.3); correspond with K&E team re same (.2); revise conformation documentation timeline (.2).
04/01/20	Tommy Scheffer	8.10	Correspond and telephone conferences with Company and DPW, RG, PW, SS, KCC, PJT, A&M, K&E teams re plan, disclosure statement, disclosure statement motion, solicitation and noticing (2.9); review and revise plan (.9); review and revise disclosure statement (1.1); review and revise disclosure statement motion (1.2); correspond with K&E team re filing of plan, disclosure statement, disclosure statement motion (2.0).
04/01/20	Brad Weiland	1.90	Correspond and telephone conferences with Company and K&E team re plan and disclosure statement filing (.9); finalize and file plan and related materials (1.0).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K. Moody re status update.
04/02/20	John R. Luze	1.70	Review and analyze solicitation issues (.3); correspond with KCC re same (.4); conference with Company re emergence planning and issues (.4); review and analyze exit financing issues (.3); conference and correspond with Company re same (.3).
04/02/20	Carrie Therese Oppenheim	1.20	Revise notice of disclosure statement hearing (.4); correspond with KCC team re service of same (.3); revise proposed disclosure statement order (.3); revise plan exhibits (.2).
04/02/20	Francis Petrie	4.80	Review and revise disclosure statement exhibits (.8); correspond with K&E, A&M teams re same (.5); correspond with K&E team re disclosure statement hearing notice (.4); review and revise same (.6); conference re emergence planning status (.5); correspond with KCC re solicitation procedures (.6); correspond with H. Hockberger re BCA (.5); review materials re same (.5); correspond with P. Schwarzberg re plan mechanics (.4).
04/02/20	Margaret Reiney	1.10	Review and revise disclosure statement notice (.2); correspond with K&E team and KCC re same (.2); research organization structure for plan service (.2); correspond with K&E team re same (.1); correspond with A. Gorman re plan and disclosure statement noticing (.4).
04/02/20	Tommy Scheffer	0.70	Correspond with KCC, K&E teams re disclosure statement exhibits (.3); analyze same (.4).
04/02/20	Steve Toth	0.40	Analyze revised governance term sheet and related correspondence.
04/03/20	Stephen E. Hessler, P.C.	2.50	Telephone conference with K&E team, PJT, Company and A&M re status update (1.0); telephone conference with K&E team and Company re same (1.0); telephone conference and correspond with K&E team and Company re next steps (.5).



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/20	John R. Luze	1.90	Conference and correspond with Company, PJT and K&E teams re deal and confirmation status (.6); review and analyze issues re same (.7); conference and correspond with K&E team and Company re implementation issues (.6).
04/03/20	Francis Petrie	1.50	Telephone conference with K&E, PJT, Company re confirmation and emergence planning (.7); correspond with A&M team re contract assumption and liquidation analysis (.4); research materials re same (.4).
04/03/20	Margaret Reiney	5.80	Research plan noticing requirements (1.2); correspond with K&E and A&M teams re same (.6); research re plan precedent (1.3); review objections to disclosure statement (.4); correspond with T. Mason re same (.3); revise objection materials (.9); review pension language in plan precedent (.9); correspond with T. Scheffer re same (.2).
04/03/20	Tommy Scheffer	2.40	Correspond with K&E team re PBGC comments (.7); research re same (1.1); correspond with K&E team re Texas taxing authorities' objection to plan (.3); analyze same (.3).
04/03/20	Brad Weiland	1.80	Telephone conference re plan and restructuring strategy with Company, advisors (.6); correspond with K. Moody, Company and K&E team re same (.5); telephone conference with Company re status and next steps (.7).
04/04/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re next steps.
04/04/20	Margaret Reiney	0.50	Research materials re BCA (.3); correspond with K&E team and PJT re same (.2).
04/04/20	Steve Toth	0.60	Analyze revised corporate governance term sheet.
04/05/20	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K. Moody re status update (.5); telephone conference and correspond with K&E team re BCA and 901 (.5); telephone conference and correspond with K&E team and Company re next steps (.5).
04/05/20	John R. Luze	0.60	Review and analyze confirmation and implementation issues.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/20	Francis Petrie	1.20	Telephone conference with PJT team re BCA deposition scheduling (.5); correspond with PJT team re BCA motion (.7).
04/05/20	Margaret Reiney	3.20	Research plan precedent (2.8); correspond with K&E team re same (.4).
04/05/20	Tommy Scheffer	1.20	Correspond with K&E team re precedent plan structures (.4); analyze same (.8).
04/06/20	Stephen E. Hessler, P.C.	2.00	Telephone conference with K&E team and K. Moody re status update (.5); telephone conference with K&E team and PJT re status update (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/06/20	John R. Luze	0.90	Review and analyze confirmation and implementation issues (.6); correspond with K&E team re same (.3).
04/06/20	Margaret Reiney	0.50	Telephone conference with A&M re recovery projections (.3); correspond with A&M re noticing requirements for plan supplement (.2).
04/06/20	Tommy Scheffer	4.90	Analyze precedent plans, disclosure statements (1.3); research re same (1.9); review and revise PBGC language (1.2); correspond with K&E team re same (.5).
04/06/20	Brad Weiland	0.80	Correspond and telephone conferences re restructuring strategy with Company, advisors.
04/07/20	Leif Buschmann	0.70	Correspond with K&E team re plan support agreement research.
04/07/20	Chris Ceresa	1.00	Research re plan support agreement issues (.7); telephone conferences with K&E team, B. Vizvary re same (.1); correspond with same re same (.2).
04/07/20	Hannah Kupsky	0.30	Prepare exclusivity motion.
04/07/20	John R. Luze	0.90	Review and analyze disclosure statement approval and solicitation issues (.6); correspond with K&E team re same (.3).
04/07/20	Tiffany T. Mason	3.00	Research re plan support agreements.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/07/20	Margaret Reiney	5.70	Telephone conference with K&E team re confirmation timeline (.5); revise documentation timeline (.4); research re plan support agreement enforcement (2.3); telephone conference with K&E team re same (.5); revise exclusivity motion reply (1.1); correspond with A&M and PJT teams re documentation timeline (.2); review and revise confirmation documentation materials (.6); correspond with F. Petrie re same (.1).
04/07/20	Tommy Scheffer	2.60	Correspond and telephone conferences with McGuireWoods, K&E teams re plan, disclosure statement (.7); analyze same (.3); analyze precedent re same (.6); research re plan support agreements (.6); correspond and telephone conferences with K&E team re same (.4).
04/07/20	Benjamin C. Vizvary	5.90	Research re enforcing plan support agreements (5.1); attend telephone conference with K&E team re same (.8).
04/08/20	Leif Buschmann	0.60	Review and analyze research re plan support agreement.
04/08/20	Chris Ceresa	0.20	Correspond with K&E team, H. Hockberger re plan support agreement issues.
04/08/20	Stephen E. Hessler, P.C.	1.60	Telephone conference and correspond with K&E team re PSA (.3); telephone conference and correspond with K&E team re draft 9019 and BCA scheduling order (.3); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/08/20	John R. Luze	0.50	Review and analyze confirmation and implementation issues.
04/08/20	Tiffany T. Mason	2.40	Research re enforcement of plan support agreements.
04/08/20	Margaret Reiney	2.00	Correspond with B. Vizvary re plan support research (.4); research re plan releases (1.1); review plan objections (.5).
04/08/20	Tommy Scheffer	2.40	Review and analyze SEC letter re plan, disclosure statement (.2); correspond with K&E team re same (.4); analyze precedent and research re same (1.1); correspond with K&E team re informal comments to plan, disclosure statement (.7).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/20	Benjamin C. Vizvary	1.00	Draft research summaries re enforcement of a plan support agreement.
04/09/20	Leif Buschmann	0.50	Review and analyze research re plan support agreement.
04/09/20	Chris Ceresa	0.50	Review and revise research re PSA enforcement (.4); correspond with K&E team, H. Hockberger re same (.1).
04/09/20	Stephen E. Hessler, P.C.	1.30	Telephone conference and correspond with K&E team and Company re PSA (.3); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/09/20	John R. Luze	0.60	Review and analyze solicitation and confirmation issues.
04/09/20	Margaret Reiney	2.70	Revise third exclusivity reply (2.3); review plan objections (.4).
04/10/20	Leif Buschmann	0.50	Telephone conference with K&E team re plan supplement and follow up review of background information.
04/10/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with K. Moody re status update (.5); participate in weekly strategy telephone conference with K&E team, Company, PJT and A&M (1.0).
04/10/20	John R. Luze	0.60	Review and analyze confirmation and implementation issues.
04/10/20	Francis Petrie	1.40	Telephone conference with L. Buschmann re plan supplement planning (.4); telephone conference with K&E, A&M, PJT teams re case strategy and emergence (1.0).
04/10/20	Margaret Reiney	4.00	Review and revise disclosure statement, plan objection materials (1.9); review third exclusivity reply (.3); research disclosure statement reply precedent (1.3); correspond with T. Scheffer re same (.2); review same (.3).
04/10/20	Tommy Scheffer	3.60	Correspond with K&E team re plan, disclosure statement (.4); correspond with K&E team re third exclusivity reply (.3); review and revise same (1.5); correspond with K&E team re disclosure statement reply (.3); analyze precedent re same (1.1).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/20	Brad Weiland	1.20	Telephone conference re restructuring strategy with Company, advisors (.5); correspond with K&E team re same (.3); review and analyze plan confirmation items (.4).
04/11/20	John R. Luze	0.60	Conference and correspond with K&E team re implementation issues.
04/11/20	Tommy Scheffer	1.20	Correspond with K&E team re third exclusivity motion (.5); review and revise same (.7).
04/13/20	Leif Buschmann	2.50	Correspond with A&M re plan supplement exhibits (.4); correspond with K&E team re form of plan supplement and approach (.4); review and analyze precedent plan supplements (.3); draft plan supplement (1.4).
04/13/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
04/13/20	Margaret Reiney	5.60	Review and revise plan supplement precedent (1.1); compile plan supplement materials (.6); correspond with L. Buschmann re same (.3); review and revise disclosure statement reply and precedent (2.3); review notice of disclosure statement hearing (.2); revise confirmation work in process materials (.4); review disclosure statement objections (.4); revise disclosure statement objection materials (.3).
04/13/20	Tommy Scheffer	0.70	Correspond with K&E team re amended disclosure statement, plan (.4); correspond with K&E team re ballots (.3).
04/14/20	Leif Buschmann	2.30	Draft plan supplement exhibits.
04/14/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
04/14/20	John R. Luze	0.80	Review and analyze chapter 11 plan and confirmation issues.
04/14/20	Francis Petrie	3.80	Telephone conference with A&M re liquidation analysis and disclosure statement exhibits (.6); correspond with A&M, K&E teams re plan supplement and disclosure statement deadlines (.9); review objections re exclusivity extension (1.8); correspond with Company, K&E team re same (.5).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/20	Margaret Reiney	1.40	Review plan exclusivity objections (.5); correspond with K&E team re same (.2); review disclosure statement exhibit precedent (.2); correspond with KCC re noticing (.2); review disclosure statement noticing timeline (.3).
04/14/20	Tommy Scheffer	4.20	Correspond and telephone conferences with M. Russell, Barclay Damon and K&E teams re plan, disclosure statement, disclosure statement motion (.7); analyze same (.9); research re same (1.1); correspond with Company and K&E team re exclusivity objections (.6); analyze same (.9).
04/15/20	Leif Buschmann	0.90	Draft plan supplement.
04/15/20	Francis Petrie	2.70	Review and revise reply to exclusivity objections (1.8); review correspondence re plan language (.9).
04/15/20	Margaret Reiney	3.00	Revise exclusivity extension reply (1.9); revise confirmation work in process materials (.7); research re insurance language in plan (.4).
04/15/20	Tommy Scheffer	3.40	Correspond with K&E team re exclusivity reply (.6); review and revise same (1.6); review and revise confirmation materials (.8); correspond with K&E team re same (.4).
04/16/20	John R. Luze	1.70	Review and analyze transaction and implementation issues (.8); conference and correspond with K&E team re same (.5); review and analyze implementation documentation issues (.4).
04/16/20	Carrie Therese Oppenheim	0.50	Telephone conference with J. Luze, K&E team re plan confirmation matters.
04/16/20	Francis Petrie	4.60	Revise exclusivity motion (1.5); review materials re same (.8); telephone conference with K&E team re emergence work streams (.5); telephone conference with Windstream team re same (.8); correspond with PJT team re disclosure statement exhibits (.3); review and analyze exhibit (.7).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/20	Margaret Reiney	6.20	Review and revise Chubb precedent and suggested language (1.7); correspond with K&E team re same (.2); review and revise PBGC precedent and suggested language (1.7); correspond with T. Scheffer re same (.3); telephone conference with K&E team re plan status (.5); revise materials re same (.6); telephone conferences with A. Gorman re plan noticing procedures (.2); telephone conference with City of Dearborn re plan noticing (.2); correspond with P. Campbell re plan recovery (.1); correspond with T. Scheffer re correspondence re plan (.4); review materials re same (.3).
04/16/20	Tommy Scheffer	4.00	Correspond and telephone conferences with Carroll Turner, K&E teams re plan, disclosure statement, confirmation materials and items (1.4); review and revise plan, disclosure statement (1.9); correspond with K&E team re objection materials (.7).
04/16/20	Brad Weiland	1.40	Correspondence and telephone conferences re restructuring strategy, confirmation items with Company.
04/17/20	Stephen E. Hessler, P.C.	2.50	Telephone conference with K. Moody re status update (.5); telephone conference with K&E team re same (.5); telephone conference with K&E team and Company re same (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/17/20	John R. Luze	1.20	Review and analyze transaction and implementation issues (.4); review and analyze issues re documentation re same (.6); correspond with Company re same (.2).
04/17/20	Carrie Therese Oppenheim	0.20	Revise exclusivity order.
04/17/20	Francis Petrie	4.70	Review and revise reply to exclusivity objections (2.8); review materials re same (1.2); correspond with K&E, PW teams re same (.7).
04/17/20	Margaret Reiney	2.40	Correspond with PBGC re suggested language (.2); correspond with Chubb re suggested plan language (.2); review regulatory plan language (1.2); revise exclusivity reply (.8).
04/17/20	Brad Weiland	1.20	Review and analyze draft exclusivity reply.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/20	Stephen E. Hessler, P.C.	3.10	Telephone conference with K&E team and PJT re status update (.3); telephone conference with B. Weiland re same (.3); telephone conference and correspond with K&E team re valuation summary (.5); telephone conference and correspond with Company re same (.5); telephone conference and correspond with K&E team re exclusivity reply (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/18/20	John R. Luze	1.00	Review and revise exclusivity brief (.8); correspond with K&E team re same (.2).
04/18/20	Francis Petrie	2.20	Review and revise reply to exclusivity objections.
04/18/20	Margaret Reiney	0.30	Review and revise exclusivity reply.
04/18/20	Tommy Scheffer	1.40	Correspond with K&E team re third exclusivity reply (.9); review and revise same (.5).
04/19/20	Stephen E. Hessler, P.C.	2.00	Telephone conference with K&E team re status update (.5); telephone conference and correspond with K&E team and PJT re same (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/19/20	John R. Luze	5.80	Conference and correspond with K&E team and Uniti advisors re finalizing implementation documentation (2.8); review and analyze exclusivity reply brief (.6); correspond with K&E team re same (.9); review and analyze confirmation and implementation issues (.7); telephone conference and correspond with K&E team and Company re same (.8).
04/19/20	Francis Petrie	3.80	Review and revise reply to exclusivity objections (1.5); correspond with K&E team re same (.8) review and revise disclosure statement exhibits (.5); correspond with PJT team re same (.3); correspond with K&E team re BCA amendment (.7).
04/19/20	Margaret Reiney	1.30	Review and revise exclusivity reply (.6); review plan comments (.3); revise plan objection materials (.4).



Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050029149  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/20	Margaret Reiney	1.10	Review and revise notice of BCA amendment (.9); correspond with K&E team re same (.2).
04/19/20	Tommy Scheffer	2.20	Correspond with PJT, K&E teams re third exclusivity reply.
04/19/20	Brad Weiland	0.70	Review and analyze plan and restructuring strategy.
04/19/20	Brad Weiland	0.80	Review and revise exclusivity reply draft (.4); correspond and telephone conference with J. Luze re same (.4).
04/20/20	Susan D. Golden	0.40	Telephone conference with D. Li re confirmation of omnibus hearing dates and upcoming trial schedule.
04/20/20	Stephen E. Hessler, P.C.	2.60	Telephone conference with K. Moody and L. Strubeck re status update (.3); review and revise exclusivity reply (.3); telephone conference and correspond with K&E team re same (.5); telephone conference and correspond with K&E team re next steps (1.5).
04/20/20	John R. Luze	1.90	Review and analyze Uniti documentation and implementation issues (1.2); correspond with K&E team re same (.3); finalize and file exclusivity reply brief (.4).
04/20/20	Carrie Therese Oppenheim	6.30	Review and revise exclusivity reply (1.0); finalize, file same (.8); correspond with K&E team re definitive documents filing (.7); draft, revise notices of filing re same (1.7); finalize, file definitive documents (1.8); draft notice of filing revised proposed exclusivity order (.3).
04/20/20	Francis Petrie	4.50	Review and revise exclusivity reply (2.1), correspond with K&E team re same; (.4); correspond with Company re amended plan status (.5); review proposed plan language (1.0); correspond with K&E team re same (.5).
04/20/20	Margaret Reiney	4.80	Review and revise exclusivity reply (1.3); review PBGC proposed plan and disclosure statement language (.4); review SEC proposed plan and disclosure statement language (.4); revise exclusivity talking points (2.6); telephone conference with T. Combs re plan provisions (.1).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029149

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/20	Tommy Scheffer	3.40	Correspond with K&E team re exclusivity reply (.4); review and revise same (1.1); correspond with PBGC, K&E teams re plan and disclosure statement language (.6); analyze same (.6); correspond with SEC and Lowenstein, K&E teams re plan, disclosure statement (.4); review and revise same (.3).
04/20/20	Brad Weiland	1.10	Review and analyze exclusivity dispute and prepare for hearing re same (.7); correspond with K&E team re same (.2); correspond with Company re same (.2).
04/21/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re next steps.
04/21/20	John R. Luze	0.50	Conference and correspond with K&E team re exclusivity issues.
04/21/20	Carrie Therese Oppenheim	2.30	Correspond with F. Petrie, H. Hockberger re definitive documents (.4); revise notice of filing same (.7); compile exhibits and signature pages to ILEC and CLEC leases (.4); file same (.2); prepare proposed exclusivity order for submission (.4); telephone conference with B. Friedman re service procedures for disclosure statement order (.2).
04/21/20	Margaret Reiney	5.30	Revise plan and disclosure statement objection materials (.9); revise plan for creditor comments (1.6); revise disclosure statement for creditor language suggestions (.9); revise disclosure statement order for creditor language suggestions (1.9).
04/21/20	Tommy Scheffer	3.90	Correspond and telephone conferences with Lowenstein, BC, K&E teams re plan and disclosure statement (1.1); review and revise same (.4); correspond with K&E team re plan releases (.6); research re same (1.0); correspond with K&E team re disclosure statement order and ballots (.8).
04/21/20	Brad Weiland	1.60	Correspondence and telephone conferences re status and restructuring strategy with Kirkland, Company, advisors teams.
04/22/20	Leif Buschmann	0.40	Correspond with K&E team re plan supplement exhibits.
04/22/20	John R. Luze	0.90	Review and analyze confirmation and implementation issues.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/20	Francis Petrie	2.20	Review revisions to plan, disclosure statement.
04/22/20	Margaret Reiney	3.00	Review and revise disclosure statement reply precedent (2.1); revise plan and settlement organizational materials (.9).
04/23/20	Stephen E. Hessler, P.C.	3.00	Telephone conference with K&E team, PJT and A&M re next steps (1.0); telephone conference and correspond with K&E team and Company re financial projections exhibit (1.0); telephone conference and correspond with K&E team and Company re next steps (1.0).
04/23/20	Marc Kieselstein, P.C.	1.20	Telephone conferences with K&E team re settlement allocation for plan and disclosure statement.
04/23/20	John R. Luze	2.30	Review and analyze confirmation and implementation issues (1.2); review and analyze chapter 11 plan and disclosure statement comments (.8); correspond with K&E team re same (.3).
04/23/20	Carrie Therese Oppenheim	0.50	Telephone conference with J. Luze, K&E team re confirmation work in process.
04/23/20	Francis Petrie	5.70	Telephone conference with K&E team re confirmation workstreams (.5); telephone conference with A&M, K&E teams re emergence timeline and disclosure statement exhibits (.5); telephone conference with Company re same (.4); correspond with K&E team re deal documentation revisions (2.2); review materials re same (2.1).
04/23/20	Margaret Reiney	6.20	Telephone conference with K&E team re plan diligence (.6); telephone conference with K&E team and PJT re disclosure statement and outstanding items (.9); review and revise disclosure statement reply (.7); review and revise plan for creditor language (1.4); research precedent re tax authority plan language (1.4); review and revise disclosure statement order (.3); review disclosure statement exhibits (.3); revise plan organizational materials (.6).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/20	Tommy Scheffer	5.10	Analyze comments to plan and disclosure statement (1.7); correspond and telephone conferences with Texas Taxing Authorities and CWA, K&E teams re same (1.6); correspond and telephone conferences with PJT, A&M, K&E teams re confirmation items (1.1); correspond with K&E team re plan, disclosure statement, disclosure statement order, disclosure statement exhibits (.7).
04/23/20	Brad Weiland	1.60	Telephone conferences with Company, advisors re restructuring strategy (.9); review and analyze disclosure statement items (.6); correspond with K&E team re same (.1).
04/24/20	Leif Buschmann	0.40	Prepare for and attend telephone conference with A&M team re plan supplement approach.
04/24/20	Stephen E. Hessler, P.C.	3.00	Telephone conference with K&E team, PJT, Company and A&M re strategy and status update (1.0); telephone conference and correspond with K&E team re PSA milestones (.5); telephone conference and correspond with K&E team re comp (.5); telephone conferences and correspond with K&E team and Company re next steps (1.0).
04/24/20	John R. Luze	0.90	Review and analyze confirmation and implementation issues (.4); review and analyze chapter 11 plan and disclosure statement issues (.5).
04/24/20	Francis Petrie	8.40	Telephone conference with Company, K&E, PJT teams re emergence strategy (.8); telephone conference with A&M team re plan supplement exhibit (.5); telephone conference with K&E, PJT teams re valuation exhibit (1.3); correspond with K&E team re amendments to BCA (.7); draft materials re same (.5); correspond with K&E team re disclosure statement and regulatory approval (.7); review amended disclosure statement and plan (2.7); correspond with K&E team re same (1.2).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029149

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/20	Margaret Reiney	4.70	Telephone conference with Texas Taxing Authorities (.3); review language and precedent re same (.8); review and revise plan (2.7); telephone conference with K&E team and A&M re same (.3); revise plan timeline materials (.3); revise confirmation organizational materials (.3).
04/24/20	Tommy Scheffer	2.00	Analyze comments to plan and disclosure statement (1.2); correspond and telephone conferences with Texas Taxing Authorities and K&E team re same (.8).
04/24/20	Brad Weiland	0.70	Telephone conference re restructuring strategy with Company, advisors.
04/25/20	John R. Luze	0.60	Review and analyze confirmation and implementation issues.
04/25/20	Francis Petrie	3.90	Review and revise plan (1.2); review and revise disclosure statement (2.7).
04/25/20	Margaret Reiney	4.10	Draft plan summary for Company (1.5); revise plan organizational materials (.4); review and revise disclosure statement valuation exhibit (.5); review and revise taxing authority plan language (.4); correspond with K&E team and creditors re same (.2); review and revise plan and disclosure statement (1.1).
04/25/20	Tommy Scheffer	3.40	Review and revise plan and disclosure statement (2.3); correspond with K&E team re same (1.1).
04/26/20	John R. Luze	1.00	Review and analyze chapter 11 plan and disclosure statement issues (.7); correspond with K&E team re same (.3).
04/26/20	Francis Petrie	0.80	Correspond with K&E team re emergence timeline.
04/26/20	Margaret Reiney	2.80	Review and revise plan summary (.2); correspond with K&E team re IRS communication re plan (.3); review and revise regulatory disclosure statement language (2.3).
04/26/20	Tommy Scheffer	2.60	Review and revise plan and disclosure statement (1.3); correspond with K&E team re same (1.3).
04/27/20	Anthony Abate	0.20	Prepare and compile notice of amendment to backstop commitment agreement.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/20	Neda Davanipour	0.20	Review plan re Verizon issues (.1); review plan and correspond re same (.1).
04/27/20	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K&E team and Company re status update.
04/27/20	John R. Luze	1.40	Review and analyze plan and disclosure statement issues (1.2); correspond with K&E team re same (.2).
04/27/20	Carrie Therese Oppenheim	0.30	Review materials re director engagements re plan supplement.
04/27/20	Francis Petrie	3.20	Review and revise disclosure statement (1.3); correspond re plan warrants (.7); draft materials re revised BCA (1.2).
04/27/20	Francis Petrie	0.30	Correspond with Shearman re OID language, disclosure statement revisions.
04/27/20	Margaret Reiney	7.00	Review and revise plan re tax language (.7); correspond with K&E team and A&M re same (.3); review and revise plan organizational materials (.4); telephone conference with K&E team and creditor group re plan and disclosure statement revisions (.6); review and revise plan and disclosure statement per creditors' committee comments (2.7); review and revise plan objection materials (.4); review and revise plan re executory contracts and cure notice (1.2); correspond with T. Scheffer re same (.3); review and revise BCA amendment (.4).
04/27/20	Tommy Scheffer	6.30	Correspond and telephone conference with Texas Taxing Authorities and Lowenstein, FisherBroyles, K&E teams re plan, disclosure statement (2.5); review and revise same (1.3); research re same (2.5).
04/28/20	Chris Ceresa	2.00	Telephone conferences with various claimants re notice of disclosure statement (1.0); analyze and correspond with various claimants re same (1.0).
04/28/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
04/28/20	Heidi Hockberger	0.40	Telephone conference with K&E team and DPW re emergence.
04/28/20	Marc Kieselstein, P.C.	1.50	Analyze plan allocation issues (.9); telephone conferences with K&E team re same (.6).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/20	John R. Luze	3.20	Review and revise chapter 11 plan and disclosure statement (1.9); telephone conference and correspond with K&E team re same (.4); review and analyze issues re same (.9).
04/28/20	Francis Petrie	6.80	Telephone conference with PJT, A&M teams re exhibit filing (.2); correspond with PJT, A&M and K&E teams re same (.8); review and revise disclosure statement (1.7); correspond with J. Luze re same, emergence (.8); revise plan summary re public disclosure materials (.6); correspond with T. Cruikshank re same (.2); correspond with K&E team re plan and disclosure statement amended language and objections (.4); review materials re same (.9); revise disclosure statement (1.2).
04/28/20	Margaret Reiney	8.00	Review and revise plan language (1.2); review and revise disclosure statement order language (.7); review and revise disclosure statement language (1.1); correspond with K&E team re same (.4); review and revise plan and disclosure statement objection materials (.6); review and revise solicitation ballots (3.8); review and revise plan summary (.2).
04/28/20	Tommy Scheffer	6.40	Correspond and telephone conferences with K&E team re confirmation items (1.3); correspond and telephone conferences with Barclay Damon, FisherBroyles, K&E teams re plan, disclosure statement (1.7); review and revise same (1.4); correspond with K&E team re disclosure statement reply (.4); review and revise same (1.6).
04/28/20	Brad Weiland	0.90	Correspond and telephone conference re plan and disclosure statement with advisors (.3); review and analyze plan and disclosure statement materials and process (.6).
04/29/20	Anthony Abate	1.00	Finalize notice re disclosure statement exhibits (.5); correspond with K&E team re same (.3); prepare, file and serve notices re same (.2).
04/29/20	Anthony Abate	0.50	Draft notice of filing of disclosure statement exhibits (.3); draft notice of revised disclosure statement order (.2).
04/29/20	Leif Buschmann	1.30	Draft plan supplement.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/20	Chris Ceresa	0.40	Telephone conference with claimant re disclosure statement (.3); correspond with K&E team re same (.1).
04/29/20	John R. Luze	3.30	Telephone conference and correspond with K&E team re reply and disclosure statement issues (1.1); draft and revise plan and disclosure statement (.9); correspond with Company and K&E team re same (.6); review and analyze issues re disclosure statement exhibit issues (.7).
04/29/20	Carrie Therese Oppenheim	2.80	Revise materials re disclosure statement hearing (.9); correspond with K&E team re upcoming filings for same (.2); draft reply in support of BCA motion (.4); revise, finalize notice of disclosure statement exhibits and definitive documentation (1.0); correspond with J. Westwood re service of pleadings (.3).
04/29/20	Francis Petrie	9.30	Review and revise disclosure statement (.7), review and revise plan (.4); correspond re BCA amendment filing (1.6); revise materials re same (.5); telephone conference with KCC team re service (.8); telephone conference with K&E team re status of replies (1.0); review and revise disclosure statement and disclosure statement order (.8); correspond with KCC and creditors' committee re same (.9); correspond with K&E team re informal objections (.6); draft correspondence re same (.8); review and analyze materials re disclosure statement, plan objections (1.2).
04/29/20	Margaret Reiney	9.70	Review and revise disclosure statement order re creditor comments (1.3); review and revise plan re same (.7); review and revise disclosure statement (.6); review and revise ballots (1.1); review and revise ownership certification exhibit (2.9); revise disclosure statement exhibit notice (.2); correspond with K&E team re same (.2); revise notice re ancillary documents (.2); review and revise BCA reply (2.3); telephone conference with KCC and K&E team re plan noticing (.2).



Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050029149  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/20	Tommy Scheffer	2.80	Correspond and telephone conferences with Lowenstein, Barclay Damon, FisherBroyles, A&M, K&E teams re plan, disclosure statement, disclosure statement order (1.2); review and revise same (.5); analyze precedent re same (.7); correspond with K&E team re certification form (.4).
04/29/20	Tommy Scheffer	0.50	Correspond with K&E team re BCA reply.
04/30/20	Chris Ceresa	0.50	Telephone conferences and correspond with various parties re disclosure statement.
04/30/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re next steps.
04/30/20	William A. Levy, P.C.	5.10	Review revised disclosure statements (2.7); review revised plan (2.4).
04/30/20	John R. Luze	2.40	Draft and revise plan, disclosure statement and disclosure statement order (1.4); telephone conference and correspond with K&E team re same (.4); telephone conference and correspond with Company re same (.6).
04/30/20	Carrie Therese Oppenheim	0.60	Revise materials re disclosure statement objections (.4); research disclosure statement and confirmation hearing transcripts (.2).
04/30/20	Francis Petrie	6.30	Emergence planning status telephone conference (.7); correspond with K&E team re disclosure statement objections (.7); review and revise materials re same (2.8); draft correspond with K&E team, Company re objection status, replies (2.1).
04/30/20	Margaret Reiney	7.20	Correspond with KCC re noticing requirements (.4); research re assumption procedures in plan (1.8); correspond with K&E team re same (.4); review and revise plan (1.1); review and revise disclosure statement (1.1); review and correspond re disclosure statement objections (1.7); review correspondence re regulatory filings re plan (.2); correspond with A&M re contract assumption in plan (.2); review and revise plan organizational materials (.3).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029149

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/20	Tommy Scheffer	4.70	Correspond with K&E team re plan, disclosure statement, disclosure statement order (.2); review and revise same (.5); analyze disclosure statement objections (1.3); correspond and telephone conferences with J. Demmy, Company and K&E team re same (1.1); research re plan supplement mechanics (.9); correspond and telephone conferences with K&E team re same (.7).
04/30/20	Brad Weiland	3.40	Telephone conferences re plan, disclosure statement (.8); review and analyze materials re same (.5); telephone conferences with K&E team, advisors and Company re restructuring strategy (.7); review and analyze plan and disclosure statement amendments (.8); correspond with K&E team re same (.6).
<b>Total</b>		<b>438.20</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029150**

**Client Matter: 24706-23**

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## In the Matter of Regulatory Matters

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 57,883.00

Total legal services rendered

\$ 57,883.00

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050029150  
 Matter Number: 24706-23

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jeffrey Ayer	2.30	1,165.00	2,679.50
Shawn B. Cooley	4.50	1,165.00	5,242.50
Stephen E. Hessler, P.C.	3.30	1,635.00	5,395.50
Heidi Hockberger	0.90	845.00	760.50
Jeremy A. Iloulian	0.10	740.00	74.00
Kelsey Marie Laugel	11.60	835.00	9,686.00
John R. Luze	12.80	1,085.00	13,888.00
Mario Mancuso, P.C.	0.90	1,635.00	1,471.50
Francis Petrie	4.10	845.00	3,464.50
William Phalen	1.50	740.00	1,110.00
Steve Toth	0.60	1,295.00	777.00
Brad Weiland	4.70	1,345.00	6,321.50
Kurt J. Wunderlich	8.50	825.00	7,012.50
<b>TOTALS</b>	<b>55.80</b>		<b>\$ 57,883.00</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050029150  
 Matter Number: 24706-23

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/20	Shawn B. Cooley	0.80	Review due diligence and correspond with K&E team re CFIUS matters.
04/01/20	Jeremy A. Iloulian	0.10	Telephone conference with S. Cooley re CFIUS matters.
04/02/20	Jeffrey Ayer	1.50	Telephone conference with K. Wunderlich re HSR filing (.3); research and analyze potential Section 8 issue (1.2).
04/02/20	Shawn B. Cooley	1.20	Review due diligence and research re CFIUS matters.
04/02/20	Kelsey Marie Laugel	2.50	Correspond with Company, corporate and opposing counsel (.3); telephone conference with opposing counsel (.4); draft and send Hart-Scott-Rodino filing information request (1.8).
04/02/20	John R. Luze	1.60	Review and analyze regulatory issues (.7) conference and correspond with DWT and creditor advisors re same (.9).
04/02/20	Steve Toth	0.60	Revise assignment agreements and prepare related correspondence and correspondence re HSR.
04/02/20	Brad Weiland	0.80	Correspond and telephone conference with K&E team re regulatory items.
04/02/20	Kurt J. Wunderlich	3.00	Correspond with H. Hockberger, S. Toth and F. Petrie re Hart-Scott-Rodino filing (.3); telephone conference with S. Waterbury and K. Walsh re Hart-Scott-Rodino filing analysis (.4); prepare Hart-Scott-Rodino filing (2.3).
04/03/20	Jeffrey Ayer	0.50	Analyze potential Section 8 issues (.3); correspond with K&E team (.2).
04/03/20	Kelsey Marie Laugel	1.00	Correspond with K&E team and opposing counsel (.3); Hart-Scott-Rodino filing analysis (.3); telephone conference with J. Ayer re substance (.4).
04/03/20	Kurt J. Wunderlich	1.50	Review and revise Hart-Scott-Rodino filing analysis (1.2); telephone conference with J. Ayer and K. Laugel re Hart-Scott-Rodino filing analysis (.3).
04/06/20	Jeffrey Ayer	0.30	Correspond with Akin re potential Section 8 issue.

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050029150  
 Matter Number: 24706-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/20	Kelsey Marie Laugel	0.50	Correspond with Company re Hart-Scott-Rodino information request.
04/06/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing information request (.3); correspond with Y. Yan re non-US competition filing analysis (.2).
04/07/20	Brad Weiland	0.60	Review and analyze regulatory business issues and telephone conferences with K&E team re same.
04/08/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re team Telecom.
04/08/20	John R. Luze	1.30	Review and analyze regulatory issues (.6); telephone conference with lender counsel and DWT re same (.7).
04/08/20	Brad Weiland	0.80	Correspond and telephone conferences Company and K&E team re business regulatory items.
04/09/20	John R. Luze	0.60	Review and analyze regulatory approval issues.
04/10/20	John R. Luze	2.80	Draft and revise presentation re regulatory approval process (2.2); conference and correspond with Company and K&E team re same (.6).
04/10/20	Francis Petrie	0.80	Correspond with K&E, DWT teams re regulatory process.
04/10/20	Brad Weiland	0.50	Review and analyze business regulatory items and correspond with K&E team re same.
04/11/20	John R. Luze	0.90	Draft and revise presentation re regulatory approval process (.7); correspond with Company re same (.2).
04/11/20	Francis Petrie	0.60	Telephone conference re regulatory approval (.3); review materials re same (.3).
04/11/20	Brad Weiland	0.60	Correspond and telephone conference with K&E team re regulatory business items.
04/13/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team, DWT and PJT re two-step regulatory slides.
04/13/20	John R. Luze	0.80	Telephone conference and correspond with Company re regulatory implementation presentation.
04/13/20	Francis Petrie	0.50	Telephone conference with K&E team re regulatory matters.

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050029150  
 Matter Number: 24706-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/20	Brad Weiland	0.80	Correspond and telephone conference with Company and K&E team re regulatory business items.
04/14/20	John R. Luze	0.70	Telephone conference and correspond with Company and K&E team re regulatory issues.
04/15/20	John R. Luze	0.70	Review and analyze regulatory issues (.3); conference and correspond with K&E team and Company re same (.4).
04/16/20	John R. Luze	0.90	Review and analyze regulatory issues.
04/16/20	Francis Petrie	0.50	Telephone conferences with K&E, DWT teams re regulatory matters.
04/17/20	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team re compensation term sheet.
04/20/20	John R. Luze	0.60	Review and analyze regulatory and implementation issues.
04/22/20	Kelsey Marie Laugel	0.80	Correspond with K&E team and opposing counsel re timing of Hart-Scott-Rodino filing.
04/22/20	John R. Luze	0.80	Review and analyze regulatory and implementation issues.
04/22/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing.
04/24/20	Kelsey Marie Laugel	0.30	Correspond with Company re Hart-Scott Rodino filing.
04/26/20	Francis Petrie	1.70	Draft plan summary materials re public disclosure documents (1.3); correspond with K&E team re same (.4).
04/27/20	Heidi Hockberger	0.90	Correspond with K&E team re HSR for Uniti settlement.
04/27/20	Kelsey Marie Laugel	1.50	Correspond with K&E team re Hart Scott Rodino filing.
04/27/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing.
04/28/20	Shawn B. Cooley	1.20	Review due diligence re CFIUS matters (.4); analyze governance term sheet re same (.5); correspond with K&E team re CFIUS inquiries (.3).
04/28/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re foreign ownership.

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050029150  
 Matter Number: 24706-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/20	Kelsey Marie Laugel	2.50	Correspond with Company and K&E team re Hart Scott Rodino filing (.3); draft and create FTP site (.5); review and analyze potential 4(c)/4(d) documents (1.7).
04/28/20	John R. Luze	1.10	Review and analyze regulatory issues (.8); telephone conference and correspond with Company and K&E team re same (.3).
04/28/20	Mario Mancuso, P.C.	0.20	Correspond with S. Cooley re CFIUS matters.
04/28/20	William Phalen	1.50	Analyze CFIUS matters.
04/28/20	Kurt J. Wunderlich	1.50	Telephone conference and correspond with K. Laugel re Hart-Scott-Rodino filing (.9); correspond with Y. Yan re Hart-Scott-Rodino filing (.6).
04/29/20	Shawn B. Cooley	0.80	Review due diligence re CFIUS and FCC matters (.5); correspond with K&E team re same (.3).
04/29/20	Kelsey Marie Laugel	1.50	Review and analyze potential 4(c)/4(d) documents (.6); correspond with Company and opposing counsel re same (.9).
04/29/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing analysis.
04/30/20	Shawn B. Cooley	0.50	Review due diligence re CFIUS and FCC matters (.2); correspond with Windstream team re same (.3).
04/30/20	Stephen E. Hessler, P.C.	0.80	Telephone conference with Company and K&E team re CFIUS filing (.5); telephone conference and correspond with K&E team re same (.3).
04/30/20	Kelsey Marie Laugel	1.00	Correspond with K&E team and opposing counsel re Hart Scott Rodino filing (.3); research re antitrust issues (.7).
04/30/20	Mario Mancuso, P.C.	0.70	Correspond with Company and K&E team re CFIUS matter.
04/30/20	Brad Weiland	0.60	Correspond and telephone conference Company and K&E team re regulatory business items.
04/30/20	Kurt J. Wunderlich	0.50	Prepare Hart-Scott-Rodino filing.
<b>Total</b>		<b>55.80</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029151**

**Client Matter: 24706-24**

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**In the Matter of K&E Retention and Fee Matters**

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 49,230.00

Total legal services rendered

\$ 49,230.00

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
K&E Retention and Fee Matters

Invoice Number: 1050029151  
Matter Number: 24706-24

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.20	340.00	748.00
Chris Ceresa	1.90	610.00	1,159.00
Susan D. Golden	1.00	1,175.00	1,175.00
Heidi Hockberger	1.30	845.00	1,098.50
John R. Luze	2.10	1,085.00	2,278.50
Carrie Therese Oppenheim	6.70	445.00	2,981.50
Francis Petrie	16.80	845.00	14,196.00
Margaret Reiney	16.00	610.00	9,760.00
Tommy Scheffer	14.30	740.00	10,582.00
Brad Weiland	3.70	1,345.00	4,976.50
Lydia Yale	1.00	275.00	275.00
<b>TOTALS</b>	<b>67.00</b>		<b>\$ 49,230.00</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029151

Windstream Holdings, Inc.

Matter Number:

24706-24

K&amp;E Retention and Fee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Margaret Reiney	0.90	Draft and revise K&E fee estimate (.6); correspond with T. Scheffer re same (.3).
04/01/20	Tommy Scheffer	1.10	Correspond with A&M, K&E teams re fee estimate report (.5); review and revise same (.6).
04/01/20	Brad Weiland	0.80	Review and analyze fee application and filing status.
04/02/20	Anthony Abate	0.80	Draft December 2019 monthly fee invoice (.2); draft January 2020 monthly fee invoice (.2); review and revise 12th monthly fee statement (.4).
04/02/20	Francis Petrie	0.40	Correspond with K&E team re finalizing monthly fee materials.
04/03/20	Margaret Reiney	0.90	Review and revise weekly fee estimate (.6); correspond with T. Scheffer re same (.3).
04/03/20	Tommy Scheffer	1.00	Correspond and telephone conferences with Company and A&M, K&E teams re fee estimate report (.3); review and revise same (.7).
04/05/20	Francis Petrie	1.50	Review and revise third interim fee application.
04/06/20	Francis Petrie	2.10	Review and revise fee application and exhibits (1.4), correspond re filing of monthly fee statement (.7).
04/07/20	Carrie Therese Oppenheim	2.70	Finalize, file February monthly fee statement (.3); correspond with M. Vera re third interim fee application exhibits (.1); draft third interim fee application (2.3).
04/07/20	Francis Petrie	0.40	Revise fee application.
04/07/20	Margaret Reiney	0.30	Correspond with K&E team re March monthly fee statement review.
04/07/20	Tommy Scheffer	0.40	Correspond with K&E team re third interim fee application (.2); review same (.2).
04/08/20	Anthony Abate	0.50	Analyze third interim fee application.
04/08/20	Carrie Therese Oppenheim	1.60	Draft, revise third interim fee application.
04/08/20	Francis Petrie	0.70	Correspond with K&E team re interim fee application.

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 K&E Retention and Fee Matters

Invoice Number: 1050029151  
 Matter Number: 24706-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/20	Margaret Reiney	1.10	Review and revise weekly K&E fee estimate (.6); correspond with T. Scheffer re same (.2); review and revise third interim fee application (.3).
04/08/20	Tommy Scheffer	1.60	Correspond with K&E team re third interim fee application (.4); review and revise same (.5); correspond with Company, A&M, K&E teams re fee estimate report (.3); review and revise same (.4).
04/09/20	Chris Ceresa	1.20	Review and revise fee statement (.9); correspond with K&E team re same (.3).
04/09/20	Francis Petrie	2.20	Review and revise fee application (1.7); correspond with K&E team re same (.5).
04/09/20	Margaret Reiney	3.20	Review and revise March monthly fee statement (2.9); revise third interim fee application (.3).
04/09/20	Tommy Scheffer	2.50	Review and revise monthly fee statements for confidentiality and per U.S. Trustee guidelines, bankruptcy code and applicable law (2.0); correspond with K&E team re third interim fee application (.5).
04/10/20	Chris Ceresa	0.40	Revise fee statement (.3); correspond with K&E team re same (.1).
04/10/20	Margaret Reiney	0.70	Correspond with T. Mason, B. Vizvary and L. Buschmann re monthly fee statement review.
04/10/20	Tommy Scheffer	0.60	Correspond with K&E team re third interim fee application, March monthly fee statement.
04/10/20	Brad Weiland	0.60	Review and analyze Kirkland fee materials.
04/11/20	Susan D. Golden	1.00	Review and revise K&E third interim fee application.
04/11/20	Carrie Therese Oppenheim	0.30	Review expenses re third interim fee application.
04/11/20	Margaret Reiney	1.30	Review and revise third interim fee application (.9); correspond with K&E team re same (.4).
04/12/20	Margaret Reiney	0.30	Correspond with K&E team re third interim fee application.
04/12/20	Tommy Scheffer	0.40	Correspond with K&E team re third interim fee application.
04/13/20	Anthony Abate	0.20	Review and revise eleventh monthly fee invoice.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029151

Windstream Holdings, Inc.

Matter Number:

24706-24

K&amp;E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/20	Carrie Therese Oppenheim	1.20	Revise third interim fee application (.9); compile exhibits for same (.3).
04/13/20	Francis Petrie	0.40	Correspond with K&E team re fee statements and retention.
04/13/20	Margaret Reiney	0.90	Correspond with K&E team re interim fee application (.6); review precedent re same (.3).
04/13/20	Brad Weiland	1.10	Review and analyze fee application.
04/13/20	Lydia Yale	1.00	Prepare exhibits re third interim fee application.
04/14/20	Anthony Abate	0.20	Review and revise 3rd interim fee application exhibits.
04/14/20	Carrie Therese Oppenheim	0.90	Prepare, finalize third interim fee application (.7); file same (.2).
04/14/20	Margaret Reiney	0.50	Correspond with K&E team re monthly fee statement (.2); revise March monthly fee statement (.3).
04/14/20	Tommy Scheffer	1.20	Correspond with K&E team re K&E interim fee application.
04/14/20	Brad Weiland	0.40	Review and analyze Kirkland fee application and correspond with team re same.
04/15/20	Chris Ceresa	0.30	Review fee statement (.1); correspond with K&E team including M. Reiney re same (.2).
04/15/20	Margaret Reiney	2.20	Revise weekly fee estimate (.6); correspond with T. Scheffer re same (.4); revise March K&E monthly fee statement to comply with U.S. Trustee guidelines and bankruptcy code (1.2).
04/15/20	Tommy Scheffer	0.90	Correspond with Company, A&M, K&E teams re fee estimate report (.3); review and revise same (.6).
04/16/20	Margaret Reiney	0.30	Review March monthly fee statement (.2); correspond with K&E team re same (.1).
04/16/20	Tommy Scheffer	3.00	Review and revise monthly fee statement for confidentiality and per U.S. Trustee guidelines, bankruptcy code and applicable law.
04/20/20	Anthony Abate	0.30	Draft and revise twelfth monthly fee invoice.
04/20/20	Margaret Reiney	0.20	Review interim fee procedures.
04/21/20	Francis Petrie	1.90	Review and revise fee statement re U.S. Trustee guidelines, privilege (1.5); correspond with K&E team re same (.4).

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 K&E Retention and Fee Matters

Invoice Number: 1050029151  
 Matter Number: 24706-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/20	Margaret Reiney	0.90	Review and revise weekly fee estimate (.6); correspond with T. Scheffer re same (.3).
04/22/20	Tommy Scheffer	0.90	Correspond with Company and A&M, K&E teams re fee estimate reporting (.4); review and revise same (.5).
04/23/20	Heidi Hockberger	1.30	Revise K&E monthly fee statement for confidentiality and compliance with U.S. Trustee guidelines.
04/23/20	Francis Petrie	1.80	Review and revise invoice.
04/25/20	Francis Petrie	2.20	Review and revise monthly fee statement re privilege, U.S. Trustee guidelines.
04/26/20	Francis Petrie	3.20	Review and revise monthly invoice.
04/27/20	Anthony Abate	0.20	Draft thirteenth monthly fee statement.
04/27/20	John R. Luze	2.10	Review and analyze monthly fee statement for U.S. Trustee guideline compliance and privilege.
04/27/20	Margaret Reiney	1.40	Draft compilation of fees paid post-petition (1.2); correspond with K&E team re same (.2).
04/27/20	Brad Weiland	0.80	Correspond with F. Petrie re Kirkland fee and retention items (.2); review and analyze same (.6).
04/29/20	Margaret Reiney	0.90	Draft weekly K&E fee estimate (.7); correspond with T. Scheffer re same (.2).
04/29/20	Tommy Scheffer	0.70	Correspond with Company, A&M, K&E teams re fee estimate report (.3); review and revise same (.4).
<b>Total</b>		<b>67.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029152**  
**Client Matter: 24706-25**

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**In the Matter of Non-K&E Retention and Fee Matters**

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 13,309.50

Total legal services rendered

\$ 13,309.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Non-K&E Retention and Fee Matters

Invoice Number: 1050029152  
 Matter Number: 24706-25

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.30	340.00	782.00
Carrie Therese Oppenheim	4.30	445.00	1,913.50
Francis Petrie	6.60	845.00	5,577.00
Andrew Polansky	0.60	740.00	444.00
Margaret Reiney	1.10	610.00	671.00
Tommy Scheffer	5.30	740.00	3,922.00
<b>TOTALS</b>	<b>20.20</b>		<b>\$ 13,309.50</b>



Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Non-K&E Retention and Fee Matters

Invoice Number: 1050029152  
 Matter Number: 24706-25

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/03/20	Carrie Therese Oppenheim	0.30	Finalize and file PwC monthly fee statement.
04/06/20	Anthony Abate	0.20	Prepare, file and serve twelfth monthly A&M fee statement.
04/07/20	Tommy Scheffer	0.60	Correspond with all retained professionals re interim fee application deadline.
04/09/20	Anthony Abate	0.20	Prepare, file and serve tenth monthly KPMG fee statement.
04/09/20	Carrie Therese Oppenheim	0.40	Finalize, file PJT November and December monthly fee statements.
04/09/20	Francis Petrie	0.70	Correspond with K&E team re AV&Co letter (.2); arrange for filing of professionals' fee statements (.5).
04/09/20	Andrew Polansky	0.20	Review and revise non-K&E invoices re privilege, confidentiality, U.S. Trustee guidelines and correspond with K&E team re same.
04/09/20	Tommy Scheffer	0.40	Correspond with K&E team re PJT monthly fee statements (.2); review and revise same (.2).
04/10/20	Tommy Scheffer	0.50	Correspond with PJT, K&E teams re monthly fee statements.
04/13/20	Carrie Therese Oppenheim	0.30	Correspond with T. Scheffer, K&E team re third interim fee application filings and status.
04/13/20	Francis Petrie	2.10	Correspond with retained professionals re filing of fee applications (.8); review and finalize applications (1.3).
04/13/20	Tommy Scheffer	1.90	Correspond with KPMG, PwC, PJT, Katten, K&E teams re SolomonEdwards PJT, A&M monthly fee statements, all professionals interim fee applications (1.5); review and revise PJT monthly fee statements (.4).
04/14/20	Anthony Abate	0.40	Prepare and file eleventh and twelfth PJT monthly fee statements.
04/14/20	Anthony Abate	0.50	Prepare, file and serve third interim PwC and second interim SEG fee applications.
04/14/20	Carrie Therese Oppenheim	1.20	Prepare, finalize debtor professional interim fee applications for filing (.6); file A&M, KPMG and PJT fee applications (.5); correspond with J. Westwood re service of applications (.1).

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Non-K&E Retention and Fee Matters

Invoice Number: 1050029152  
 Matter Number: 24706-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/20	Francis Petrie	2.50	Correspond with K&E team and arrange for filing of professionals' interim fee applications (1.5); review applications re same (1.0).
04/14/20	Andrew Polansky	0.30	Review, analyze non-K&E invoices re privilege, confidentiality, U.S. Trustee guidelines and correspond with T. Scheffer re same.
04/14/20	Tommy Scheffer	1.40	Correspond with KPMG, PJT, K&E teams re PJT monthly fee statements, KPMG, PJT interim fee applications (.6); review PJT interim fee application (.5); correspond with Katten, K&E teams re filing of Debtors' professionals' interim fee applications (.3).
04/15/20	Carrie Therese Oppenheim	0.40	Draft notice of third interim fee hearing.
04/16/20	Margaret Reiney	1.10	Review AV&Co. engagement letter and retention application (.4); draft notice of amended engagement letter (.7).
04/17/20	Carrie Therese Oppenheim	0.50	Review, revise notice of third interim fee hearing (.2); prepare AV&Co. notice of supplemental engagement letter for filing (.3).
04/17/20	Francis Petrie	0.60	Review and revise notice of supplemental AV&Co. engagement letter (.3); arrange for filing of same (.3).
04/28/20	Andrew Polansky	0.10	Review and analyze non-K&E retention and correspond with J. Luze re same.
04/29/20	Carrie Therese Oppenheim	0.80	Draft and revise fourth ordinary course professionals compensation report.
04/29/20	Tommy Scheffer	0.50	Correspond with A&M, K&E teams re ordinary course professionals quarterly report.
04/30/20	Anthony Abate	1.00	Review and revise fourth ordinary course professionals compensation report.
04/30/20	Carrie Therese Oppenheim	0.40	Revise quarterly ordinary course professionals compensation report (.3); file same (.1).
04/30/20	Francis Petrie	0.70	Correspond with A&M, K&E teams re ordinary course professionals reporting deadline (.2); revise materials and arrange logistics re filing same (.5).
<b>Total</b>		<b>20.20</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029153**

**Client Matter: 24706-26**

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## In the Matter of Schedules and Statements

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 34.00

Total legal services rendered

\$ 34.00

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Schedules and Statements

Invoice Number: 1050029153  
Matter Number: 24706-26

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Hannah Kupsky	0.10	340.00	34.00
<b>TOTALS</b>	<b>0.10</b>		<b>\$ 34.00</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Schedules and Statements

Invoice Number: 1050029153  
Matter Number: 24706-26

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**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/23/20	Hannah Kupsy	0.10	Correspond with S. McMillan re schedules and review re same.
<b>Total</b>		<b>0.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029154**  
**Client Matter: 24706-27**

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## In the Matter of Tax Matters

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 294,761.50

Total legal services rendered

\$ 294,761.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Tax Matters

Invoice Number: 1050029154  
 Matter Number: 24706-27

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Hannah Kupsky	0.60	340.00	204.00
William A. Levy, P.C.	89.30	1,645.00	146,898.50
Donald E. Rocap, P.C.	0.30	1,845.00	553.50
Anthony Vincenzo Sexton	48.30	1,265.00	61,099.50
Ravi Subramanian Shankar	8.30	1,075.00	8,922.50
Nicholas Warther	68.30	975.00	66,592.50
Brad Weiland	7.80	1,345.00	10,491.00
<b>TOTALS</b>	<b>222.90</b>		<b>\$ 294,761.50</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	William A. Levy, P.C.	3.20	Review N. Leone statement (1.1); telephone conference with Windstream, KPMG, A. Sexton, N. Warther (1.0); telephone conference with Windstream, A. Sexton re Exhibit E (1.1).
04/01/20	Anthony Vincenzo Sexton	3.10	Telephone conference with KPMG and Company re tax modeling and related issues (1.1); review materials re same (.3); telephone conference with Company and K&E team re lease issues (1.1); review and analyze materials re same (.6).
04/01/20	Nicholas Warther	2.40	Telephone conference with Windstream, KPMG and K&E team re weekly tax status telephone conference (1.0); correspond with K&E team re status of lease negotiations and renewal exhibit (.6); correspond with DPW re discussing same (.3); review and analyze tax modeling (.5).
04/01/20	Brad Weiland	0.50	Review and analyze tax items.
04/02/20	William A. Levy, P.C.	1.40	Telephone conferences with DPW and A. Sexton re Exhibit E considerations (.8); analyze true lease considerations (.6).
04/02/20	Anthony Vincenzo Sexton	1.50	Telephone conference with DPW re lease (.5); review and analyze materials re same (.4); correspond with Company and K&E team re same (.4); review and revise deal documents (.2).
04/02/20	Nicholas Warther	2.90	Telephone conference with DPW and K&E team re negotiation of lease exhibit (.5); review and revise tax portions of O&M agreement (1.2); review and revise tax portions of equipment loan agreement (.6); compile open points on various agreements (.6).
04/03/20	William A. Levy, P.C.	1.40	Review O&M agreement and comments (.8); telephone conference with K&E team re definitive documents (.6).



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/20	Anthony Vincenzo Sexton	2.70	Telephone conference with Company and KPMG re tax modeling (1.0); telephone conference with Company re FIRPTA (.2); review and analyze materials re same (.7); telephone conference with K&E team and Company re lease issues (.8).
04/03/20	Nicholas Warther	1.80	Telephone conference with Windstream, K&E team re status (.7); correspond with K&E team and Windstream re payment of taxes in O&M agreement (.5); review and analyze PJT reconciliation of liabilities (.3); correspond with K&E team and Windstream re miscellaneous outstanding matters (.3).
04/05/20	Anthony Vincenzo Sexton	0.40	Review and analyze FIRPTA materials (.2); correspond with K&E team re lease analysis issues (.2).
04/05/20	Nicholas Warther	2.60	Research and review tax law re valuation of leases for FIRPTA analysis (2.4); correspond with A. Sexton and B. Levy re same (.2).
04/06/20	William A. Levy, P.C.	1.20	Review FIRPTA research.
04/06/20	Anthony Vincenzo Sexton	0.80	Review and analyze lease issues.
04/06/20	Nicholas Warther	1.20	Review and analyze tax law re structuring of transaction (.8); review and analyze EY report and impact on lease (.4).
04/07/20	William A. Levy, P.C.	1.60	Telephone conference with K. Moody, B. Weiland, A. Sexton re Exhibit E (.4); telephone conferences with D. Walbrun, A. Sexton, B. Weiland re lease matters (1.2).
04/07/20	Anthony Vincenzo Sexton	2.90	Telephone conference with KPMG and Company re tax modeling issues (.5); review and analyze materials re same (.2); telephone conference with Company re FIRPTA issues (.2); telephone conference with K&E team and Company re lease issues (.8); correspond with K&E team re same (.2); telephone conference with K&E team re lease issues (.8); review materials re same (.2).
04/07/20	Nicholas Warther	2.80	Telephone conference with K&E team re retention of assets in lease base (.7); correspond with K&E team and A. Sexton re treatment of trust fund claims (.9); review and revise tax portions of collocation agreement (1.2).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/07/20	Brad Weiland	1.30	Telephone conferences re tax matters with K&E team and Company (.8); review and analyze information re same (.5).
04/08/20	William A. Levy, P.C.	1.00	Telephone conference with WS, KPMG and A. Sexton.
04/08/20	Anthony Vincenzo Sexton	1.90	Telephone conference with Company and KPMG re tax analysis issues (.8); review tax modeling materials (.5); correspond with K&E team and Company re lease issues (.6).
04/08/20	Ravi Subramanian Shankar	4.20	Review and analyze documents re tax analysis (3.4); correspond with K&E team re same (.8).
04/08/20	Nicholas Warther	2.70	Telephone conference with Company, KPMG and K&E team re case status (1.0); correspond with A. Sexton and Windstream re resolution of tax claims (.9); review and revise tax portions of equipment loan agreement (.5); correspond with K&E team re open points in documentation (.3).
04/09/20	Hannah Kupsky	0.60	Compile precedent re tax claims objections.
04/09/20	William A. Levy, P.C.	3.50	Analyze exhibit E considerations (1.2); telephone conferences with WS, A. Sexton, and M. Kieselstein re exhibit E (2.3).
04/09/20	Anthony Vincenzo Sexton	2.80	Telephone conference with K&E team and Company re lease issues (1.2); correspond with K&E team re materials re same (.6); review and analyze materials re same (.7); correspond with Company and K&E team re tax claim issues (.3).
04/09/20	Ravi Subramanian Shankar	2.10	Review and analyze documents re tax analysis (1.4); correspond with K&E teams re same (.3); draft memo to Company re same (.4).
04/09/20	Nicholas Warther	3.30	Telephone conference with Company, K&E team re negotiation of lease (1.2); correspond with A. Sexton and K&E team re tax comments on ILEC Lease (.5); correspond with A&M, A. Sexton re objecting to certain claims (1.0); correspond with K&E team re treatment of lease, tax modeling (.6).
04/09/20	Brad Weiland	0.50	Correspond and telephone conference re tax items with K&E team (.4); review and analyze same (.1).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/20	William A. Levy, P.C.	9.00	Review EY work papers (5.4); telephone conference with GT, SW, A. Sexton re FIRPTA analysis (1.0); telephone conference with K&E team re same (.2); telephone conference with K. Moody, A. Sexton re exhibit E analysis (1.6); telephone conference with DPW re exhibit E (.8).
04/10/20	Anthony Vincenzo Sexton	2.30	Telephone conference with K&E team, Company and GT re FIRPTA (1.0); telephone conference with Company and K&E team re lease issues (.7); review and analyze materials re same (.6).
04/10/20	Nicholas Warther	3.80	Telephone conference with GT, Company and K&E team re FIRPTA analysis (1.0); telephone conference with Company and K&E team re rent renewal exhibit (.7); correspond with A. Sexton re modeling for creditors (.3); review and analyze PSA/BCA covenants and correspond with K&E team re same (1.0); correspond with K&E team re resolution of IL tax claims (.8).
04/10/20	Brad Weiland	0.40	Correspond with K&E team re tax items.
04/11/20	William A. Levy, P.C.	4.30	Review Board materials, appraisal correspondence (3.1); analyze appraisal and review EY work papers (1.2).
04/11/20	Anthony Vincenzo Sexton	0.40	Review and analyze lease tax issues.
04/11/20	Ravi Subramanian Shankar	1.40	Review and analyze correspondence for tax analysis (1.2); correspond with K&E team re same (.2).
04/12/20	Nicholas Warther	3.60	Review and analyze KPMG tax modeling for transaction with reference to applicable tax law (2.7); correspond with A. Sexton re same (.9).
04/13/20	William A. Levy, P.C.	0.50	All-hands telephone conference.
04/13/20	Anthony Vincenzo Sexton	1.40	Correspond with K&E team and Company re lease and settlement issues (.8); review and analyze tax modeling materials (.6).
04/13/20	Ravi Subramanian Shankar	0.30	Review and analyze work product re tax analysis.
04/13/20	Nicholas Warther	1.00	Correspond with Company and Ryan team re resolution of IL tax claim (.6); correspond with A. Sexton and KPMG re tax modeling for transaction (.4).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/20	William A. Levy, P.C.	1.70	Telephone conference with K. Moody, K&E team re settlement update (.4); telephone conferences with A. Sexton, B. Weiland re exhibit E, settlement agreement (1.3).
04/14/20	Anthony Vincenzo Sexton	2.90	Telephone conferences with Company re settlement documents (1.5); review and revise same (.9); telephone conference with K&E team and DPW re settlement status (.5).
04/14/20	Nicholas Warther	2.30	Telephone conference with Windstream and K&E team re open issues and next steps (.7); correspond with KPMG re attribute reduction modeling (.5); correspond with K&E team re open issues on lease and other documentation (.6); correspond with Windstream re asset purchase agreement and calculation of transfer taxes (.5).
04/14/20	Brad Weiland	0.70	Correspond and telephone conference re tax items with A. Sexton and B. Levy.
04/15/20	William A. Levy, P.C.	3.80	Telephone conference with KPMG, WS, K&E team re tax matters (1.0); review, analyze proposed revised Exhibit E calculation (1.2); review revised co-location agreement (.2); review revised settlement agreement (.3); review revised O&M agreement (.2); review KPMG TI presentations (.9).
04/15/20	Anthony Vincenzo Sexton	1.90	Telephone conference with Company and KPMG re tax modeling and related materials (1.0); review and analyze lease and settlement agreement (.9).
04/15/20	Nicholas Warther	2.20	Telephone conference with Windstream, K&E team and KPMG for weekly tax status telephone conference (1.0); review and analyze tax modeling (.4); correspond with Windstream and A. Sexton re transfer taxes in asset purchase agreement (.3); correspond with K&E team re leases, asset purchase agreement and status of negotiations (.5).
04/15/20	Brad Weiland	0.40	Correspond with K&E team re tax items.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/20	William A. Levy, P.C.	4.30	Review mediator presentation materials (.6); telephone conference with WS, K&E teams re mediation presentation (.8); telephone conference with WS, KPMG re FIRPTA matters (.6); telephone conference with D. Smith, J. Stopford, K. Moody re tax issues (.8); telephone conference with Hon. Chapman re mediation (.3); analyze alternative exhibit E methodologies (1.2).
04/16/20	Anthony Vincenzo Sexton	3.40	Telephone conference with K&E team re mediation issues (.4); telephone conference with Company and D&P re FIRPTA issues (.5); review and analyze same (.5); telephone conference with Company and K&E team re mediation issues (.6); review and analyze documents re same (.7); mediation telephone conference (.4); correspond with Company and Company local counsel re tax claim issues (.3).
04/16/20	Nicholas Warther	3.50	Telephone conference with DP, K&E team and Windstream re FIRPTA analysis (.5); research and review tax law re treatment of intangibles in FIRPTA (1.5); telephone conference with K&E team and Windstream re meditation (.7); correspond with K&E team re lease comments (.4); correspond with K&E team re next steps on documentation (.4).
04/17/20	William A. Levy, P.C.	3.10	Telephone conference with Company, GT, A. Sexton re valuation matters (1.3); telephone conference with Company, KPMG, A. Sexton re true lease opinion considerations (.5); review draft attribute analysis (1.3).
04/17/20	Anthony Vincenzo Sexton	1.40	Telephone conference with Company and GT re valuation considerations (1.1); telephone conference with Company re lease issues (.3).
04/17/20	Nicholas Warther	1.60	Telephone conference with Windstream and K&E team re true lease opinions (.5); telephone conference with G. Thornton, Company and K&E team re appraisal work status (1.0); correspond with A. Sexton and B. Levy re same (.1).
04/17/20	Brad Weiland	1.10	Review and analyze tax opinion items (.5); correspond and telephone conferences with Company, K&E team re same (.6).
04/18/20	Brad Weiland	0.80	Correspond with K&E team re tax items.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/20	William A. Levy, P.C.	8.60	Telephone conferences with Company, A. Sexton, B. Weiland (1.7); review revised draft settlement agreement (1.1); all-hands telephone conferences (5.8).
04/19/20	Donald E. Rocap, P.C.	0.30	Correspond with B. Levy and A. Sexton re lease tax opinion issues.
04/19/20	Anthony Vincenzo Sexton	8.90	Review and revise lease documentation and correspond with Company and K&E team re same (2.4); telephone conference with Company re lease and opinion issues (.4); telephone conference with K&E team re same (.6); telephone conference with Company re same (.6); telephone conference with K&E team re same (.3); telephone conference re lease and other definitive documents (4.6).
04/19/20	Brad Weiland	2.10	Correspond and telephone conferences with K&E team, Company re tax issues.
04/20/20	William A. Levy, P.C.	10.80	Telephone conference with Company, DPW, Deloitte, A. Sexton re appraisal matters (.5); review, revise draft settlement agreement (1.3); telephone conferences with DPW, Company, K&E team re settlement agreement, tax opinion, appraisal matters, representations (5.7); review revised leases (3.3).
04/20/20	Anthony Vincenzo Sexton	1.10	Telephone conference with Company and K&E team re settlement issues (.3); telephone conference with DPW re appraisal and related issues (.5); telephone conference with Company re tax issues (.3).
04/20/20	Nicholas Warther	0.70	Review and analyze KPMG attribute reduction modeling.
04/21/20	William A. Levy, P.C.	6.80	Review revised leases (2.6); telephone conferences with Company, K&E team re lease provisions (4.2).
04/21/20	Anthony Vincenzo Sexton	1.20	Review and revise settlement documentation (.7); review and analyze modeling information (.5).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/20	Nicholas Warther	4.90	Telephone conference with Company, KPMG re solvency analysis (1.0); review and analyze solvency issues and correspond with A. Sexton re same (1.0); correspond with local counsel re resolution of FL claims (.9); telephone conference with local counsel re resolution of IL claim and correspond with K&E team re same (.8); correspond with Company stockholder claimants re questions (.2); review and analyze KPMG tax modeling (1).
04/22/20	William A. Levy, P.C.	1.80	Telephone conference with Company, KPMG, A. Sexton re various matters (1.0); review attribute analysis (.8).
04/22/20	Anthony Vincenzo Sexton	1.10	Telephone conference with KPMG and Company re status of modeling.
04/22/20	Nicholas Warther	2.70	Telephone conference with Company, KPMG and K&E team for weekly tax status telephone conference (1.0); review and analyze FL tax claim memo (.6); review and comment on KPMG tax model (1.1).
04/23/20	William A. Levy, P.C.	5.40	Research FIRPTA analysis re tangible telecom assets and intangibles (4.3); review and analyze GT proposed FIRPTA scope analysis (.6); telephone conferences with A. Sexton, PJT re valuation report (.5).
04/23/20	Anthony Vincenzo Sexton	1.60	Telephone conference with KPMG re opinion issues (.3); correspond with K&E team re same (.3); telephone conference with KPMG and Company re tax modeling issues (.3); correspond with K&E team re valuation and FIRPTA issues (.4); review and revise valuation exhibit disclosure (.3).

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/20	Nicholas Warther	6.60	Telephone conference with PJT, K&E team and KPMG re valuation exhibit (.5); review and revise tax portions of valuation and exhibit and correspond with K&E team re same (1.2); review and analyze KPMG tax model and correspond with KPMG re same (1.2); correspond with K&E team re FIRPTA analysis (.4); review and analyze requirements for resolution of FL and IL tax claims and correspond with K&E team re the same (1.8); correspond with creditors re same (.9); review and analyze notification requirements under BCA and PSA (.6).
04/24/20	William A. Levy, P.C.	8.60	Telephone conferences with A. Sexton, Company, GT re valuation matters (1.0); review GT analysis of EY report (1.2); telephone conferences with J. Eichler, A. Sexton re GT/PwC meeting (.6); review PJT valuation materials (1.4); review KPMG true lease analysis (2.6); review attribute analysis (1.8).
04/24/20	Anthony Vincenzo Sexton	1.10	Telephone conference with PJT and KPMG re tax modeling issues (.6); review and analyze tax model (.3); review PLR submission materials (.2).
04/24/20	Nicholas Warther	3.00	Telephone conference with GT, Company, and K&E team re valuation process (1.0); telephone conference with PJT and KPMG re updated numbers for modeling (.7); review and analyze GT draft report (.6); correspond with K&E team re IRS update (.7).
04/25/20	Ravi Subramanian Shankar	0.30	Review and analyze materials for tax analysis (.2); correspond with K&E team re same (.1).
04/25/20	Nicholas Warther	0.60	Review and analyze PJT revised recovery numbers.
04/26/20	Anthony Vincenzo Sexton	0.50	Review materials re PLR submission.
04/26/20	Nicholas Warther	1.80	Compile list of updates for IRS (1.4); review and analyze GT deck (.4).
04/27/20	William A. Levy, P.C.	3.10	Telephone conferences with J. Eichler re GT/PwC (.2); correspond with K&E team re appraisal process (.9); review attribute analysis (1.3); review GT materials (.7).



Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029154

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/20	Anthony Vincenzo Sexton	1.80	Telephone conference with KPMG and Company re tax model (.7); telephone conference with IRS re ruling (.5); review materials re same (.4); correspond with creditor counsel re same (.2).
04/27/20	Nicholas Warther	2.00	Telephone conference with Company, KPMG and K&E team re tax modeling (1.0); correspond with K&E team re resolution of FL and IL tax claims (.4); review and analyze tax modeling (.6).
04/28/20	William A. Levy, P.C.	1.90	Review board deck (1.2); review updated attribute analysis (.7).
04/28/20	Nicholas Warther	2.50	Review and revise FL tax claims settlement agreement (1.2); correspond with IL tax counsel re resolution of claim (.3); review and revise tax portions of O&M agreement and IRU agreement (.7); correspond with A. Sexton and B. Levy re board presentation (.3).
04/29/20	William A. Levy, P.C.	1.00	Telephone conference with Company, KPMG, K&E team re tax issues.
04/29/20	Anthony Vincenzo Sexton	1.20	Telephone conference with Company and KPMG re tax analysis and modeling (1.0); correspond with K&E team and Company re tax claim issues (.2).
04/29/20	Nicholas Warther	3.40	Telephone conference with K&E team, Company and KPMG for weekly status telephone conference (.7); review and revise Florida tax claims settlement motion (1.2); correspond with K&E team re the same (.5); correspond with K&E team re interfacing with creditors (.2); review and analyze tax portions of O&M agreement (.4); correspond with Company re Iowa property tax claim (.4).
04/30/20	William A. Levy, P.C.	1.30	Review revised attribute analysis (.6); review summary of state claims (.7).
04/30/20	Nicholas Warther	2.40	Review and analyze KPMG tax model (.8); correspond with creditor groups re tax modeling and tax claims (1.3); correspond with Company re IA property tax claim (.3).
<b>Total</b>		<b>222.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029155**  
**Client Matter: 24706-31**

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## In the Matter of Vendor Matters

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 36,125.50

Total legal services rendered

\$ 36,125.50

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Vendor Matters

Invoice Number: 1050029155  
 Matter Number: 24706-31

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	15.20	740.00	11,248.00
Chris Ceresa	2.00	610.00	1,220.00
Neda Davanipour	23.10	845.00	19,519.50
John R. Luze	3.20	1,085.00	3,472.00
Tommy Scheffer	0.90	740.00	666.00
<b>TOTALS</b>	<b>44.40</b>		<b>\$ 36,125.50</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029155

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/01/20	Spencer Caldwell-McMillan	1.30	Review and analyze vendor agreements (.9); correspond with Company re same (.4).
04/01/20	Neda Davanipour	2.10	Review and analyze multiple vendor settlement drafts (1.4); revise re same (.7).
04/02/20	Neda Davanipour	0.30	Review and analyze Crown Castle related issue (.2), correspond with Company re same (.1).
04/03/20	Neda Davanipour	0.20	Correspond with Company re CTL and related issues.
04/03/20	John R. Luze	1.40	Review and analyze access vendor issues (.8); telephone conference and correspond with K&E team and Company re same (.6).
04/03/20	Tommy Scheffer	0.30	Correspond with FisherBroyles and K&E team re outstanding invoices.
04/06/20	John R. Luze	0.60	Review and analyze access vendor issues.
04/07/20	Neda Davanipour	0.90	Review and analyze trade agreements (.3); revise re same (.2); correspond with Company re same (.2); analyze vendor related issues (.2).
04/08/20	Spencer Caldwell-McMillan	0.40	Correspond with Company and N. Davanipour re agreement changes.
04/08/20	Neda Davanipour	0.60	Review and analyze trade agreement related issues.
04/08/20	Tommy Scheffer	0.60	Correspond with FisherBroyles and K&E team re payment of invoices.
04/10/20	Spencer Caldwell-McMillan	0.90	Review and correspond with K&E team and Company re relevant agreements.
04/10/20	Neda Davanipour	1.20	Review and analyze ordinary course professionals list (.3); correspond with K&E team re same (.6) review and analyze trade agreement related issues and correspond re same (.3).
04/12/20	Neda Davanipour	0.80	Telephone conference with vendor and Company re vendor issues (.6) review and analysis re same (.2).

Legal Services for the Period Ending April 30, 2020

Invoice Number: 1050029155

Windstream Holdings, Inc.

Matter Number: 24706-31

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/20	Spencer Caldwell-McMillan	3.60	Prepare for and attend telephone conference with vendor and Company re vendor issues (.9); review open vendor issues (.6); telephone conference with N. Davanipour re vendor issues (.3); telephone conference with Company re vendor agreement (.3); correspond with K&E team re vendor issues (.9); telephone conference with K&E team re same (.3); telephone conferences with A&M re vendor issues (.3).
04/13/20	Neda Davanipour	1.30	Telephone conference with S. McMillan re vendor related issues and correspond re same (.5); telephone conference with Company and S. McMillan re vendor related issues (.5); follow up telephone conference with J. Luze re various vendor related issues (.3).
04/14/20	Spencer Caldwell-McMillan	2.10	Prepare for and participate in telephone conference with Company re trade agreements (.7); correspond with K&E team re same (.5); correspond with A&M re same (.2); prepare for and participate in telephone conference with A&M and N. Davanipour re trade agreements (.5); correspond with J. Luze re same (.2).
04/14/20	Neda Davanipour	1.50	Telephone conference with Company and S. McMillan re vendor issues and correspond re same (.5); follow up telephone conference with S. McMillan re same and correspond re same (.6); telephone conference with A&M re vendor related matters (.3); telephone conference with S. McMillan re same (.1).
04/15/20	Spencer Caldwell-McMillan	0.30	Telephone conference with K&E team and A&M re trade agreement next steps (.2); correspond with A&M re same (.1).
04/15/20	Neda Davanipour	0.40	Correspond with vendor re disputed pre-petition claims (.2); analyze invoices and correspond with K&E team and A&M re same (.2).
04/15/20	Neda Davanipour	0.60	Telephone conference and correspond with A&M re vendor related issues.
04/15/20	John R. Luze	0.80	Telephone conference with A&M re vendor issues (.3); telephone conference with K&E team re GLM appeal issues (.4); review and analyze issues re same (.1).

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Vendor Matters

Invoice Number: 1050029155  
 Matter Number: 24706-31

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/20	Neda Davanipour	0.50	Telephone conference with S. McMillan re vendor related issues.
04/16/20	John R. Luze	0.40	Review and analyze vendor issues.
04/17/20	Spencer Caldwell-McMillan	0.90	Telephone conference with creditor re settlement (.2); review and analyze vendor agreement (.5); telephone conference with Company re settlement (.2).
04/17/20	Neda Davanipour	1.30	Review and analyze Verizon settlement agreement (.4); review and analyze release, assignment, and assumption agreement (.6); correspond with S. McMillan re same (.3).
04/20/20	Neda Davanipour	2.10	Review and analyze claim related issues (.8); research re same (.9); correspond with K&E team re same (.4).
04/21/20	Neda Davanipour	3.70	Review and analyze revised settlement draft (.3); revise same (.2); research re same (.4); correspond with C. Keith re same (.3); draft notice draft and correspond with S. McMillan re same (.6); review and revise material and information (.4); draft assumption notice (.6); correspond with K&E team re same (.4); telephone conference with A&M re various vendor related issues and correspond re same (.5).
04/22/20	Neda Davanipour	0.60	Telephone conference with A&M re various vendor issues and correspond re same.
04/23/20	Spencer Caldwell-McMillan	0.10	Telephone conference with vendor attorney re vendor agreement.
04/23/20	Neda Davanipour	0.90	Telephone conference re vendor related issues and trade agreements and correspond re same (.6); correspond re Verizon related issues (.3).
04/24/20	Neda Davanipour	0.60	Review and analyze settlement draft (.3); review and analyze plan draft (.2); correspond with Company and K&E team re issues re same (.1).
04/27/20	Neda Davanipour	0.30	Telephone conference with Company re Verizon related issues (.1); correspond with A&M and K&E team re vendor related issues (.2).
04/28/20	Chris Ceresa	1.00	Draft and revise assume and assign vendor agreements motion.

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029155

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/20	Spencer Caldwell-McMillan	1.60	Review and analyze vendor issues (.3); telephone conference with Company and vendor counsel re trade agreement (.3); review and analyze trade agreement and correspond with Company re same (.3); review and analyze open vendor issues (.2); review and analyze trade agreements (.5).
04/29/20	Chris Ceresa	1.00	Draft and revise assume and assign vendor agreements motion.
04/29/20	Neda Davanipour	1.30	Review and analyze various vendor related issues (.7); review and analyze agreement related issues (.3); correspond with K&E team re same (.3).
04/30/20	Spencer Caldwell-McMillan	4.00	Review and analyze settlement (.3); correspond with C. Ceresa re same (.2); review and analyze settlements re vendors claims (2.2); telephone conference with K&E team re vendor issues (.9); review and analyze settlements letters (.4).
04/30/20	Neda Davanipour	1.90	Telephone conference with C. Ceresa and Spencer McMillan re various vendors related issues (.9); review and analyze various issues re settlement drafts (.3); correspond re same (.3); review and revise notice draft (.3); correspond re same (.1).
<b>Total</b>		<b>44.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029157**  
**Client Matter: 24706-33**

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## In the Matter of Mediation

For legal services rendered through April 30, 2020  
(see attached Description of Legal Services for detail)

\$ 15,644.50

Total legal services rendered

\$ 15,644.50



Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Mediation

Invoice Number: 1050029157  
 Matter Number: 24706-33

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Stephen E. Hessler, P.C.	0.50	1,635.00	817.50
Francis Petrie	2.90	845.00	2,450.50
Margaret Reiney	1.60	610.00	976.00
Tommy Scheffer	0.80	740.00	592.00
Benjamin C. Vizvary	0.30	610.00	183.00
Brad Weiland	7.90	1,345.00	10,625.50
<b>TOTALS</b>	<b>14.00</b>		<b>\$ 15,644.50</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029157

Windstream Holdings, Inc.

Matter Number:

24706-33

Mediation

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
04/03/20	Brad Weiland	0.50	Correspond and telephone conference re status and potential further mediation with J. Eisen, Hon. S. Chapman.
04/06/20	Margaret Reiney	1.10	Correspond with mediation parties and unsecured creditors re mediation issues and timeline.
04/06/20	Brad Weiland	0.40	Telephone conference update with mediator Hon. S. Chapman re settlement status.
04/15/20	Brad Weiland	0.60	Telephone conferences with Hon. S. Chapman re mediation.
04/16/20	Francis Petrie	2.40	Telephonically attend mediation session (.5); arrange logistics re same (.8); telephone conferences with K&E team, Company re same (.6); correspond re mediation issues (.5).
04/16/20	Margaret Reiney	0.30	Telephone conference with mediation parties and Judge Chapman.
04/16/20	Tommy Scheffer	0.50	Participate in telephonic mediation session.
04/16/20	Benjamin C. Vizvary	0.30	Telephone conference with Hon. Chapman re Uniti settlement.
04/16/20	Brad Weiland	0.60	Telephone conferences with Hon. S. Chapman re update and next steps.
04/17/20	Brad Weiland	1.20	Telephone conference and correspond re status and potential settlement with Hon. S. Chapman and K&E team.
04/20/20	Francis Petrie	0.50	Telephone conference with K&E team, Uniti and mediator.
04/20/20	Margaret Reiney	0.20	Telephone conference with settlement parties and Judge Chapman.
04/20/20	Tommy Scheffer	0.30	Telephonically participate in mediation with Judge Chapman.
04/20/20	Brad Weiland	4.20	Telephone conferences and correspondence re mediation of potential settlement with mediator Hon. S. Chapman, Uniti and advisors.
04/22/20	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team and Judge Chapman re mediation.

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Mediation

Invoice Number: 1050029157  
Matter Number: 24706-33

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/20	Brad Weiland	0.40	Correspond and telephone conference re settlement status with Hon. S. Chapman.
<b>Total</b>		<b>14.00</b>	

**May 2020 – Fees**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030895**  
**Client Matter: 24706-7**

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**In the Matter of Adversary Proceedings, Contested Matters**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 709,329.50

Total legal services rendered

\$ 709,329.50

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Adversary Proceedings, Contested Matters

Invoice Number: 1050030895  
 Matter Number: 24706-7

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Carolyn E. Brown	102.40	610.00	62,464.00
Megan Buenviaje	1.00	395.00	395.00
Chris Ceresa	1.60	610.00	976.00
Adam Collins	84.70	375.00	31,762.50
Paula A. Daviduke	1.30	260.00	338.00
Uzo Dike	108.20	415.00	44,903.00
Joseph Dobrowski	76.00	275.00	20,900.00
Cassandra E. Fenton	116.30	835.00	97,110.50
Yates French	116.00	1,165.00	135,140.00
Pratik K. Ghosh	41.40	835.00	34,569.00
Susan D. Golden	10.30	1,175.00	12,102.50
Julia D. Harper	23.10	610.00	14,091.00
Erik Hepler	0.20	1,435.00	287.00
Stephen E. Hessler, P.C.	9.90	1,635.00	16,186.50
Heidi Hockberger	7.50	845.00	6,337.50
Richard U. S. Howell, P.C.	73.40	1,245.00	91,383.00
Marc Kieselstein, P.C.	11.40	1,635.00	18,639.00
Carrie Therese Oppenheim	3.70	445.00	1,646.50
Francis Petrie	4.20	845.00	3,549.00
Jeremy Piniak	2.20	395.00	869.00
Margaret Reiney	10.90	610.00	6,649.00
Harker Rhodes	4.20	1,095.00	4,599.00
Tommy Scheffer	10.30	740.00	7,622.00
Ravi Subramanian Shankar	38.00	1,075.00	40,850.00
Michael B. Slade	0.50	1,395.00	697.50
Gregory Tsonis	6.50	970.00	6,305.00
Brad Weiland	36.40	1,345.00	48,958.00
<b>TOTALS</b>	<b>901.60</b>		<b>\$ 709,329.50</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Carolyn E. Brown	9.30	Draft subpoena to UCC re expert opinion documents (1.5); research and analyze Federal Rules of bankruptcy procedure re deposition testimony (3.0); review and revise reply in support of 9019 motion (4.6); correspond with C. Fenton and J. Harper re 9019 hearing strategy (.2).
05/01/20	Carolyn E. Brown	6.70	Draft and revise reply brief in support of debtors' 9019 motion.
05/01/20	Megan Buenviaje	0.50	Coordinate preparation of deposition exhibits for attorney review.
05/01/20	Adam Collins	11.30	Assist with deposition preparation and exhibits (1.8); review and revise the joint hearing exhibits and list (9.5).
05/01/20	Uzo Dike	6.90	Assist Y. French and A. Collins with preparation for B. Mendelsohn 9019/BCA deposition (1.3); correspond with Plan Depot re B. Mendelsohn deposition video logistics (.4); prepare for and participate in telephone conference re May 7 hearing logistics (.7); assist with drafting deposition and document subpoenas (.8); correspond with Y. French and C. Brown re preparation re same (.3); coordinate logistics re Zoom hearing prep (.5); revise hearing exhibits (2.4); correspond with C. Fenton and A. Collins re same (.5).
05/01/20	Joseph Dobrowski	5.40	Revise case materials (2.5); revise deposition exhibits (2.9).
05/01/20	Cassandra E. Fenton	8.90	Analyze and prepare exhibit list (3.8); draft and revise documents in preparation for hearing (3.7); prepare for and participate in telephone conference with Y. French, C. Brown and J. Harper re reply (.9); review and analyze objections (.5).
05/01/20	Yates French	13.20	Review and revise witness declarations (3.7); attend witness prep session (2.5); review and revise draft pleadings (5.7); prepare for expert deposition (1.3).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

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24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/20	Susan D. Golden	2.10	Telephone conferences with Y. French, R. Howell re 9019 hearing (.7); telephone conference with Y. French, Davis Polk, White & Case re 9019 hearing (.5); telephone conference with D. Li, M. Miller and M. Byrne re scheduling recharacterization trial (.5); correspond with R. Howell, Y. French and F. Petrie re same (.4).
05/01/20	Julia D. Harper	3.90	Revise draft of 9019 motion.
05/01/20	Julia D. Harper	3.90	Revise draft of 9019 motion.
05/01/20	Richard U. S. Howell, P.C.	8.70	Review and provide comments to multiple draft pleadings (3.4); telephone conferences re 9019 and disclosure statement hearing (1.3); prepare and review correspondence re multiple open litigation issues (2.6); telephone conferences re recharacterization trial issues (1.4).
05/01/20	Marc Kieselstein, P.C.	4.50	Review committee and indenture trustee objections to 9019 and BCA motions (1.4); review draft direct examinations (2.6); review Mendelsohn declaration (.5).
05/01/20	Ravi Subramanian Shankar	0.80	Prepare for and attend Company telephone conference re restructuring status.
05/01/20	Brad Weiland	2.10	Review and analyze litigation materials including replies, hearing arguments (.8); correspond and telephone conferences with K&E team re litigation strategy (.4); telephone conference with K&E team re witness items (.9).
05/02/20	Carolyn E. Brown	8.60	Review objectors' briefs and draft summaries of arguments (2.6); review and revise draft reply brief in support of 9019 motion (4.9); attend telephone conference with K&E team re 9019 motion strategy (1.1).
05/02/20	Adam Collins	9.30	Compile and organize potential B. Mendelsohn deposition exhibits (2.3); assist with finalizing joint hearing exhibits and list (7.0).



Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

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Matter Number:

24706-7

Adversary Proceedings, Contested Matters

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05/02/20	Uzo Dike	3.00	Compile Committee hearing exhibits (.7); correspond with C. Fenton and A. Collins re same (.2); circulate objections to K&E team (.5); coordinate preparation for 9019 deposition (.5); review Trustees' hearing exhibits (.8); correspond with C. Fenton re same (.3).
05/02/20	Joseph Dobrowski	5.00	Revise DMS and network re newly received case materials for attorneys' review.
05/02/20	Cassandra E. Fenton	14.20	Review and analyze objections (2.6); participate in telephone conference re objections response (1.0); participate in telephone conference re hearing preparation (.5); participate in telephone conference re hearing preparation (.5); review and analyze exhibit list (1.1); draft and revise objection response (3.6); participate in telephone conferences with Y. French, C. Brown and J. Harper re objection response (1.5); research and analyze case law re objection response (3.4).
05/02/20	Yates French	12.00	Draft reply i/s/o 9019 motion (7.3); review and revise witness declarations (4.7).
05/02/20	Julia D. Harper	3.30	Review objections and summarize arguments.
05/02/20	Julia D. Harper	3.90	Revise draft omnibus reply to objections.
05/02/20	Julia D. Harper	0.50	Telephone conference with R. Howell, C. Fenton, Y. French and C. Brown.
05/02/20	Julia D. Harper	0.30	Telephone conference with Y. French, C. Fenton and C. Brown re draft reply.
05/02/20	Richard U. S. Howell, P.C.	9.00	Review objections to 9019 motion, disclosure statement, and backstop commitment agreement (2.5); telephone conferences re same (1.8); prepare and review correspondence re same (1.4); telephone conference re reply to objections (.5); prepare notes re same (.8); prepare and review materials in preparation for contested 9019 hearing (2.0).
05/02/20	Jeremy Piniak	1.00	Coordinate preparation of hearing exhibits for case team review (.6); update workflow settings and coding per case team request (.4).
05/02/20	Tommy Scheffer	0.40	Correspond with K&E team re 9019 reply.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/20	Ravi Subramanian Shankar	0.90	Review and analyze objections to 9019 motion.
05/02/20	Brad Weiland	3.70	Prepare and revise materials re contested settlement hearing (1.5); correspond and telephone conferences with K&E team re same (.9); telephone conference with PJT re same (.5); review and analyze committee witness materials (.8).
05/03/20	Carolyn E. Brown	9.60	Review and revise draft reply brief in support of 9019 motion (6.5); draft and revise declarations for Windstream board members (1.8); research and analyze case law re 9019 motions (1.3).
05/03/20	Adam Collins	15.80	Revise joint hearing exhibits and list (8.3); revise declarations and exhibits (4.3); assist with deposition preparation (3.2).
05/03/20	Uzo Dike	11.90	Review and revise N. Leone direct exam declaration (1.1); coordinate logistics re B. Mendelsohn video deposition (.6); prepare final versions of direct exam declarations (1.2); correspond with Company, Chambers and counsel re direct exam declarations (.4); prepare for and participate in telephone conference re joint hearing exhibits (.5); compile joint hearing exhibits (3.1); coordinate exhibit number branding (.7); complete joint (3.7); correspond with vendor re preparation and delivery of joint exhibit binders (.6).
05/03/20	Joseph Dobrowski	11.50	Assist with preparation of Debtors' 9019 and backstop motion hearing materials.
05/03/20	Cassandra E. Fenton	14.20	Analyze filing deadlines (1.6); analyze research re objection reply (2.3); research and review case law re objection reply (2.4); draft and revise objection reply (7.9).
05/03/20	Yates French	11.80	Review and revise draft reply brief (6.7); prepare for Mendelsohn deposition (5.1).
05/03/20	Pratik K. Ghosh	8.40	Review Trustee's motion in opposition to rule 9019 settlement (2.7); research and analyze case law re same (2.3); conference and correspond with Y. French and R. Shankar re same (.4); draft analysis of proposed response re same (3.0).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/20	Julia D. Harper	2.80	Review Wells deposition for highly confidential material.
05/03/20	Julia D. Harper	1.70	Review trustees' objections.
05/03/20	Heidi Hockberger	0.50	Revise 9019 reply.
05/03/20	Richard U. S. Howell, P.C.	7.30	Review multiple draft pleadings and provide comments to same (4.0); telephone conferences re same (1.2); review materials to prepare for 9019 hearing (1.5); prepare and review correspondence re open litigation issues (.6).
05/03/20	Jeremy Piniak	1.20	Coordinate preparation of hearing exhibits for case team review (.4); prepare exhibits for delivery to opposing counsel (.6); correspond with A. Collins re same (.2).
05/03/20	Margaret Reiney	2.70	Review declarations ISO of 9019 and BCA (.8); review and revise 9019 reply (1.6); correspond with K&E team re same (.3).
05/03/20	Tommy Scheffer	1.80	Correspond with K&E team re 9019 reply (.5); review and revise same (1.1); correspond with Company and K&E team re assigned underlying rights (.2).
05/03/20	Ravi Subramanian Shankar	4.40	Draft 9019 reply brief sections (3.6); research re same (.8).
05/03/20	Brad Weiland	2.90	Telephone conference re hearing preparation and opposing witness declaration (.8); review and analyze materials re same (.5); prepare and revise materials for argument at contested hearing (1.6).
05/04/20	Carolyn E. Brown	9.80	Review and revise draft reply brief in support of 9019 motion (7.5); review and revise declarations for Windstream board members (2.3).
05/04/20	Chris Ceresa	1.60	Draft, revise letter to Court (1.4); correspond with K&E team re same (.2).
05/04/20	Adam Collins	14.30	Attend B. Mendelsohn deposition and compile potential exhibits (3.5); compile and organize joint hearing exhibits and briefs (3.8); fact check 9019 reply brief (7.0).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/20	Uzo Dike	10.00	Coordinate logistics re depositions (.7); coordinate logistics re Skype video participants for May 7 hearing (.8); correspond with opposing counsel re same (.6); a review and revise WIN directors' declarations (1.1); revise joint hearing exhibit list (1.5); assist team re preparation for 9019/BCA hearing (2.4); research and analysis re case authority (2.9).
05/04/20	Joseph Dobrowski	12.70	Revise case materials (3.1); revise Debtors' 9019 and backstop motion hearing materials (3.9); review and revise omnibus reply in support of 9019 motion (5.7).
05/04/20	Cassandra E. Fenton	10.70	Analyze and revise objection reply (6.9); analyze and manage research re objection reply (3.3); prepare for and participate in telephone conference re objection reply (.5).
05/04/20	Yates French	14.20	Prepare for and take B. Mendelsohn deposition (8.2); review and revise 9019 reply (3.5); review and revise BCA reply (2.5).
05/04/20	Pratik K. Ghosh	7.80	Review and analyze Trustee's motion in opposition to rule 9019 settlement (1.2); research and analyze case law re same (2.7); draft analysis of proposed response re same (3.9).
05/04/20	Susan D. Golden	1.10	Telephone conference with R. Howell and R. Shankar re recharacterization trial (.2); telephone conference with D. Li, M. Miller and M. Byrne re June dates (.2); correspond with R. Howell and K&E team re 9019 reply (.7).
05/04/20	Julia D. Harper	2.80	Draft mock cross examination outline.
05/04/20	Stephen E. Hessler, P.C.	2.60	Telephone conference and correspond with Company re 9019 reply brief (.8); telephone conference and correspond with K&E team re same (1); correspond with K&E team re audit letter (.3); telephone conference and correspond with K&E team and Company re next steps (.5).
05/04/20	Heidi Hockberger	2.70	Telephonically attend Mendelsohn deposition and draft summary of same.
05/04/20	Heidi Hockberger	0.50	Correspond with K&E team re settlement documents and 9019 motion.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/20	Richard U. S. Howell, P.C.	13.60	Telephone conferences and video conferences to prepare for 9019 and disclosure statement hearing (4.5); prepare and review correspondence re same (2.0); review and provide comments to reply brief (1.2); review additional draft pleadings and provide comments to same (.7); prepare materials for witness preparation and hearing (5.2).
05/04/20	Marc Kieselstein, P.C.	3.30	Review and revise draft replies on 9019 and BCA (2.5); review Mendelssohn deposition and consider counter arguments, review direct examinations (.8).
05/04/20	Margaret Reiney	2.10	Review and revise 9019 reply (1.2); correspond with PJT re same (.2); telephone conference with PJT re settlement precedent (.3); correspond with A&M and Company re contract settlement (.2); review BCA reply (.2).
05/04/20	Tommy Scheffer	3.50	Correspond with PJT, K&E teams re 9019 reply (.6); analyze issues re same (.9); review and revise same (1.1); correspond with K&E team re 9019 order (.5); review and revise same (.4).
05/04/20	Ravi Subramanian Shankar	1.90	Analyze and revise draft 9019 reply brief (1.6); correspond with Y. French and C. Fenton re same (.3).
05/04/20	Brad Weiland	3.30	Review and analyze settlement and backstop objections for hearing (.8); review and analyze litigation, deposition items (.7); correspond re Mendelsohn deposition with K&E team (.5); prepare and revise materials for contested hearing (1.3).
05/05/20	Carolyn E. Brown	5.80	Review and revise reply brief in support of 9019 motion (.3); review and analyze emergency motion in limine (1.5); research and analyze case law re mediation privilege (3.0); draft brief in response to motion in limine (1.0).
05/05/20	Adam Collins	8.60	Revise reply briefs and exhibits for 9019 hearing.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030895

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/20	Uzo Dike	8.90	Research re cases and authority cited in reply (1.3); prepare redline version of brief with fact and cite check edits and correspond with K&E team re same (.7); review and revise 9019 motion reply brief (2.2); correspond with counsel re same (.4); attend test Skype video with SDNY technology team in advance of May 7 hearing (1.2); coordinate vendor preparation and delivery of additional hearing materials (.9); preparation for May 7 9019/BCA hearing (2.2).
05/05/20	Joseph Dobrowski	10.30	Compile case materials (2.2); assist with finalizing and preparing exhibits to Debtors' omnibus reply in support of 9019 motion (3.7); assist with preparation of Debtors' 9019 and backstop motion hearing materials (4.4).
05/05/20	Cassandra E. Fenton	14.30	Draft and revise objection reply (5.4); file objection reply (.7); prepare for and participate in witness preparation for hearing (3.1); analyze and prepare for hearing (2.9); analyze motion in limine (1.7); correspond re motion in limine (.5).
05/05/20	Yates French	11.80	Prepare witness cross outline (3.9); coordinate exhibit lists (2.6); prepare for upcoming 9019 hearing (5.3).
05/05/20	Pratik K. Ghosh	4.80	Review and analyze UCC's emergency motion (1.7); research and analyze case law re same (1.8); draft response re same (.9); conference and correspond with team re same (.4).
05/05/20	Susan D. Golden	3.10	Correspond with R. Howell, White & Case, Mofo re trial date adjournment (.6); telephone conference and correspond with R. Howell and Y. French re trial logistics (.5); review declarations, responsive pleadings, motions in limine in preparation for 9019 hearing (2.0).
05/05/20	Richard U. S. Howell, P.C.	9.20	Prepare witnesses for 9019 and backstop commitment agreement hearing (2.8); review materials in preparation for same (2.0); telephone conferences to develop strategy for hearing on 9019 and backstop commitment agreement (1.5); prepare and review correspondence re same (1.2); prepare materials for use at hearing (.5); review and provide comments to draft pleadings (1.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

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Matter Number:

24706-7

Adversary Proceedings, Contested Matters

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05/05/20	Marc Kieselstein, P.C.	3.60	Revise 9019 reply brief (2.2); review emergency motion in limine and consider response (.6); telephone conferences re trial strategy (.8).
05/05/20	Carrie Therese Oppenheim	1.40	Review, finalize, 9019 reply and Howell declaration (1.1); file same (.3).
05/05/20	Tommy Scheffer	0.30	Correspond with K&E team re 9019 reply.
05/05/20	Ravi Subramanian Shankar	3.10	Review and analyze unsecured creditor's motion in limine (.3); draft response to same (2.3); correspond with Uniti adversary intervenors re extension of trial date (.5).
05/05/20	Brad Weiland	2.20	Prepare and revise replies to objections (1.2); correspond and telephone conferences re same with K&E team, Company (.4); prepare for contested hearing and discuss same with team (.6).
05/06/20	Carolyn E. Brown	13.60	Research and analyze case law re mediation privilege (6.9); review and revise draft response to motion in limine (2.2); review and analyze deposition transcripts re mediation privilege objections (1.5); review and analyze case law in emergency motion in limine filed by Committee and Trustees (3.0).
05/06/20	Adam Collins	11.30	Revise emergency MIL response (3.5); assist with finalizing Mendelsohn cross outline (7.8).
05/06/20	Uzo Dike	10.30	Coordinate logistics re May 7 hearing with SDNY tech staff (1.5); correspond with team and counsel re same (.9); assist with preparation for N. Leone trial testimony and video meeting re same (.7); prepare for and attend telephone conferences with F. Davis, C. Fenton, A. Wells and Norton Rose re CourtSolutions (1.1); preparation for May 7 9019/BCA hearing (4.5); research and analysis re motion to strike testimony (.9); revise final version of brief and file same via ECF (.7).
05/06/20	Joseph Dobrowski	7.20	Review and revise case materials (2.6); review Debtors' opposition to motion in limine (3.1); assist with preparation of Debtors' 9019 and backstop motion hearing materials (1.5).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/20	Cassandra E. Fenton	14.10	Participate in telephone conference re motion in limine (.3); prepare for and participate in witness preparation for hearing (3.0); prepare for and participate in witness preparation for hearing (2.8); analyze and draft documents in preparation for hearing (6.6); participate in telephone conferences re hearing logistics (1.4).
05/06/20	Yates French	12.80	Prepare witness cross outline (3.7); coordinate exhibit lists (1.5); prepare witnesses hearing (4.3); prepare for 9019 hearing (3.3).
05/06/20	Pratik K. Ghosh	5.70	Review and revise emergency motion to strike testimony (3.2); research and analyze case law re same (.8); prepare materials for hearing re same (1.7).
05/06/20	Pratik K. Ghosh	9.00	Review and analyze UCC's emergency motion to strike testimony (1.6); research and analyze case law re same (2.9); draft response re same (3.8); conference and correspond with team re same (.7).
05/06/20	Susan D. Golden	4.00	Telephone conferences and correspond with R. Howell and K&E team re 9019 trial preparation (2.2); review recently filed pleadings and responses (1.8).
05/06/20	Stephen E. Hessler, P.C.	2.50	Telephone conference with K&E team re hearing prep (.5); telephone conference and correspond with K&E team and Company re same (.8); telephone conference and correspond with K&E team and Company re next steps (1.2).
05/06/20	Heidi Hockberger	1.00	Correspond with K&E team re Uniti settlement (.7); prepare 9019 order for filing (.3).
05/06/20	Richard U. S. Howell, P.C.	12.20	Prepare witnesses for hearing on 9019 and backstop agreement motions (6.5); prepare direct and re-direct outlines (1.6); review materials for use in cross-examination (2.2); prepare and review correspondence re open litigation issues (1.2); telephone conference to develop 9019 hearing strategy (.7).
05/06/20	Carrie Therese Oppenheim	2.30	Revise notice of filing 9019 order (.3); finalize revised proposed order for filing (.8); file same (.3); prepare B. Weiland hearing materials (.9).



Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Adversary Proceedings, Contested Matters

Invoice Number: 1050030895  
 Matter Number: 24706-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/20	Margaret Reiney	2.20	Draft and revise 9019 talking points.
05/06/20	Tommy Scheffer	4.30	Correspond with A. Nazar, Company, DOJ, RG, PW, K&E teams re 9019 order, 9019 talking points (2.2); review and revise same (2.1).
05/06/20	Ravi Subramanian Shankar	10.60	Conference with K&E team re motion in limine response (.3); draft motion in limine response (5.3); research and supervise research re same (3.6); draft talking points re motion in limine response (1.4).
05/06/20	Michael B. Slade	0.50	Review and revise brief (.3); telephone conference re sword, shield issue (.2).
05/06/20	Brad Weiland	4.80	Prepare for and revise materials for contested hearing (2.7); telephone conferences re same with K&E team (.8); telephone conference re witness preparation with N. Leone, K&E team (.3); correspond re hearing notes and closing argument with team (.5); review and further revise materials re same (.5).
05/07/20	Adam Collins	8.30	Assist with hearing preparations and attend 9019 and backstop hearing.
05/07/20	Uzo Dike	2.50	Prepare for May 7 video hearing re 9019 and BCA motions (1.5); provide remote support for attorney trial team, co-counsel and Company (1.0).
05/07/20	Pratik K. Ghosh	5.70	Prepare materials for emergency motion in limine hearing (1.3); research and analyze case law re same (2.2); review and analyze filings re same (2.2).
05/07/20	Richard U. S. Howell, P.C.	4.10	Telephone conferences re hearing preparation (3.1); review materials re same (1.0).
05/07/20	Brad Weiland	2.10	Correspond and telephone conferences re litigation strategy and case for hearing with K&E team, Company.
05/08/20	Uzo Dike	1.70	Assist team with final preparations for resumption of 9019/BCA hearing (.7); provide remote support for K&E trial team, co-counsel and Company (1.0).
05/08/20	Joseph Dobrowski	2.10	Revise DMS re newly received case materials.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030895

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/20	Stephen E. Hessler, P.C.	3.30	Telephone conference with K&E team re hearing items (.5); telephone conference with K&E team and Company re hearing (.5); attend hearing telephonically (2.0); telephone conference and correspond with K&E team and Company re next steps (.3).
05/08/20	Heidi Hockberger	1.00	Revise 9019 order.
05/08/20	Richard U. S. Howell, P.C.	5.40	Telephone conferences re BCA/9019 hearing (2.0); prepare and review correspondence re same (1.4); review materials in preparation for litigation re confirmation issues (2.0).
05/08/20	Brad Weiland	0.90	Review and analyze hearing strategy and notes for argument.
05/09/20	Heidi Hockberger	1.30	Revise 9019 order.
05/10/20	Heidi Hockberger	0.50	Revise 9019 order and prepare for filing.
05/10/20	Richard U. S. Howell, P.C.	2.20	Prepare and review correspondence re open litigation issues in advance of confirmation (.8); review materials re same (1.4).
05/11/20	Uzo Dike	0.50	Coordinate and manage update of case materials.
05/11/20	Joseph Dobrowski	0.50	Revise case materials.
05/11/20	Harker Rhodes	1.70	Review and analyze bankruptcy court hearing transcript and district court briefing re GLM appeal.
05/11/20	Ravi Subramanian Shankar	0.10	Supervise Uniti adversary logistics.
05/12/20	Carolyn E. Brown	1.30	Research and analyze case law re litigation issues.
05/12/20	Joseph Dobrowski	1.70	Revise case materials.
05/12/20	Yates French	6.30	Attend litigation team strategy telephone conference (1.7); attend strategy telephone conference with Company team (1.3); review and respond to discovery requests (1.8); coordinate confirmation discovery (1.5).
05/12/20	Francis Petrie	1.40	Review and revise scheduling order draft (.9); correspond with K&E team re same (.5).
05/12/20	Harker Rhodes	1.80	Review and analyze district court briefing (1.5); prepare for and participate in telephone conference with K&E team re appellate strategy (.3).
05/13/20	Megan Buenviaje	0.50	Coordinate preparation of deposition exhibits.
05/13/20	Joseph Dobrowski	2.50	Revise case materials (1.5); revise deposition exhibits database (1.0).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030895

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/20	Yates French	4.00	Draft discovery responses (1.3); attend telephone conference re discovery requests (1.7); coordinate production of documents (1.0).
05/14/20	Uzo Dike	1.50	Coordinate logistics re vendor invoice payments (.4); correspond with Legalpeople and Sandline teams re outstanding invoices and payments (.5); coordinate and manage case materials (.6).
05/14/20	Joseph Dobrowski	1.80	Revise DMS re newly received case materials.
05/14/20	Yates French	4.00	Prepare for and attend discovery meet and conference (1.7); attend telephone conference with secured creditors (1.3); coordinate collection and production of documents (1.0).
05/14/20	Francis Petrie	0.80	Revise scheduling order (.3); correspond with K&E team re same (.5).
05/14/20	Brad Weiland	0.70	Review and analyze potential confirmation litigation items (.4); correspond and telephone conference re same with team (.3).
05/15/20	Carolyn E. Brown	3.60	Attend telephone conference with K&E teams re discovery responses (.4); draft and revise meet and conference letter re Debtors' discovery response (3.2).
05/15/20	Adam Collins	1.50	Compile and organize 9019 deposition videos and exhibits.
05/15/20	Uzo Dike	3.30	Coordinate logistics re transmittal of 9019 deposition videos (.5); coordinate logistics re plan confirmation discovery requests (1.2); correspond with C. Fenton, Sandline PM team and K&E team re same (.7); review and quality check discovery(.9).
05/15/20	Joseph Dobrowski	1.60	Revise case materials.
05/15/20	Francis Petrie	1.00	Telephone conferences with K&E team re trustee discovery requests.
05/16/20	Carolyn E. Brown	3.50	Draft responses and objections to Committee's and Trustees' requests for production.
05/16/20	Uzo Dike	3.20	Review and analyze discovery requests (2.9); correspond with K&E team rediscovery (.3).
05/16/20	Cassandra E. Fenton	2.20	Prepare for and participate in telephone conferences re confirmation hearing.
05/16/20	Yates French	1.00	Prepare for and attend telephone conference re discovery responses.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/17/20	Carolyn E. Brown	4.00	Draft and revise responses and objections to Committee's and Trustees' requests for production and 30(b)(6) notices.
05/17/20	Uzo Dike	0.30	Correspond with K&E team re discovery (.1); correspond with Y. French to transmit first day declaration filings (.2).
05/17/20	Cassandra E. Fenton	0.60	Analyze and revise correspondence re discovery meet and conference.
05/17/20	Yates French	4.00	Review and respond to discovery requests (2.5); draft discovery correspondence (1.5).
05/17/20	Richard U. S. Howell, P.C.	1.70	Review correspondence re open discovery and litigation strategy issues for confirmation (.7); review draft materials re same (1.0).
05/17/20	Brad Weiland	2.10	Review and analyze discovery and litigation schedule (.4); review and analyze litigation and discovery letter (.5); correspond and telephone conference re same (.5); review and analyze presentation materials re potential litigation (.7).
05/18/20	Carolyn E. Brown	1.80	Research and analyze case law re plan confirmation issues.
05/18/20	Joseph Dobrowski	2.70	Revise case materials (1.3); revise network re case materials (1.4).
05/18/20	Harker Rhodes	0.50	Prepare summary of appellate timeline.
05/18/20	Brad Weiland	2.70	Review and analyze potential litigation and discovery items (.8); telephone conferences with K&E team re same (.6); telephone conference re same with PJT (.5); correspond and follow up re same with team (.8).
05/19/20	Joseph Dobrowski	0.70	Revise case materials for attorneys' review.
05/19/20	Cassandra E. Fenton	6.30	Analyze and draft responses and objection to discovery requests (2.7) analyze and review documents for production (2.1); correspond with witness re discovery and hearing preparation (.4); research and analyze case law re discovery (1.1).
05/19/20	Yates French	3.50	Draft discovery correspondence (1.0); review documents for production (.7); review board minutes for production (.8); review and revise draft presentation re creditor recoveries (1.0).
05/19/20	Brad Weiland	0.80	Correspond and telephone conference with K&E team re litigation and discovery items with K&E team.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030895

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Carolyn E. Brown	7.80	Research and analyze case law re FRCP 26 and plan confirmation hearings (2.0); attend meet and conference re confirmation discovery (.5); draft summary of meet and conference (.3); draft summary of arguments re confirmation (1.8); review and analyze documents re plan support agreement and plan confirmation (3.2).
05/20/20	Uzo Dike	5.20	Correspond with J. Stupar and K&E re obtaining e911 litigation docket (.4); correspond with P. Anderson and Sandline re document production (1.1); research and analyze document productions (1.7); correspond with C. Fenton and Sandline PM team re production specifications (.7); review and revise document productions (.8); correspond with counsel re transmittal of productions (.5).
05/20/20	Joseph Dobrowski	0.10	Revise case materials.
05/20/20	Cassandra E. Fenton	10.40	Analyze case law re discovery (.4); prepare for and attend meet and conference re discovery (1.1); draft summary of meet and conference (.5); manage discovery collection (1.9); analyze discovery requests (.9); participate in telephone conference with witnesses re hearing preparation (1.0); analyze witness analysis and draft summary re same (.9); analyze and review documents for production (3.7).
05/20/20	Margaret Reiney	1.60	Telephone conference with K&E and Company re UCC presentation (.9); review and revise UCC presentation (.3); correspond with K&E teams re same (.4).
05/20/20	Brad Weiland	1.80	Prepare and revise materials re potential litigation (.7); telephone conference with working group re potential litigation items with working group (.6); review and analyze litigation, discovery timing (.5).
05/21/20	Uzo Dike	7.50	Coordinate transmittal of document production (1.3); review and revise email production (.9); compile data for transmittal (.7); research and analyze documents in potential productions (3.3); review and revise productions (.8); correspond with counsel re transmittal of production to parties (.5).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Joseph Dobrowski	2.90	Revise case materials.
05/21/20	Cassandra E. Fenton	7.10	Participate in telephone conferences re confirmation hearing preparation (2.0); correspond with C. Brown re confirmation research (.5); manage discovery collection and review (1.6); analyze documents for production (2.1); analyze and revise discovery letter (.9).
05/21/20	Margaret Reiney	2.30	Telephone conference with K&E, PW, R&G re settlement presentation (.5); review and revise settlement presentation (1.8).
05/21/20	Brad Weiland	1.70	Review and analyze potential litigation and scheduling items re same (.5); correspond and telephone conferences re same with team (1.2).
05/22/20	Paula A. Daviduke	1.30	Create and revise tables for discovery responses.
05/22/20	Uzo Dike	6.00	Review, and revise 30(b)(6) notices to Committee and Trustees (.7); correspond with C. Fenton and Sandline PM team re correspondence collection (.6); coordinate processing of PJT and Windstream documents for production (1.5); revise letter to Court re discovery (.6); prepare and assemble document production (1.4); review and revise production (.7); correspond with counsel re transmittal of production to parties (.5).
05/22/20	Joseph Dobrowski	1.70	Revise case materials.
05/22/20	Cassandra E. Fenton	5.60	Analyze and draft discovery requests (1.3); analyze and revise discovery letter (1.2) review and analyze documents for production (1.9); manage document collection and review (1.2).
05/22/20	Yates French	6.20	Draft letter to court re discovery schedule (1.5); attend settlement conference (1.7); coordinate production of documents (3).
05/22/20	Brad Weiland	1.10	Prepare and revise materials re potential litigation (.3); correspond and telephone conference re same with K&E team (.8).
05/23/20	Carolyn E. Brown	2.50	Draft and revise response to Trustees' and Committee's 30(b)(6) deposition notices.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030895

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/20	Uzo Dike	3.00	Correspond with Sandline PM team re preparation of email reports (.5); research and analysis re document production (2.2); correspond with K&E team re same (.3).
05/23/20	Cassandra E. Fenton	1.30	Manage document collection and review and draft summary re same (.9); revise discovery responses and objections (.4).
05/24/20	Cassandra E. Fenton	0.10	Analyze correspondence re document production.
05/25/20	Carolyn E. Brown	2.00	Review and analyze board presentations and materials.
05/25/20	Uzo Dike	2.10	Correspond with C. Fenton and Sandline PM team re revisions to correspondence review (.8); correspond with C. Fenton and Sandline PM team re processing documents for review (.3); participate in telephone conference re document review procedures (.3); research and analyze documents to be reviewed for confirmation production (.7).
05/25/20	Cassandra E. Fenton	0.70	Analyze documents for production.
05/25/20	Erik Hepler	0.20	Analyze unencumbered assets with Shankar.
05/26/20	Carolyn E. Brown	2.30	Review and analyze board presentations and materials (2.0); review and analyze documents re preference and fraudulent transfer claims (.2); review and revise summary chart of Plaintiff's discovery requests (.1).
05/26/20	Uzo Dike	6.70	Coordinate collection and transmittal of data processing, review and potential production (1.3); research and analyze documents for productions (2.9); correspond with C. Fenton re same (.6); correspond with Sandline PM team summarizing production specifications re same (.5); review and revise productions (.9); correspond with counsel re transmittal of document production to parties (.5).
05/26/20	Joseph Dobrowski	0.80	Revise case materials.
05/26/20	Cassandra E. Fenton	3.20	Analyze documents for production.
05/26/20	Yates French	3.50	Coordinate review and production of documents (1.5); attend telephone conference with lender's counsel re discovery (1.0); review draft analysis re confirmation (1.0).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030895

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Francis Petrie	0.60	Review materials re UMB Appeal (.3); correspond with Company, K&E team re same (.3).
05/27/20	Carolyn E. Brown	4.10	Review and analyze documents re preference and fraudulent transfer claims.
05/27/20	Uzo Dike	5.30	Correspond with Company re A. Wells' hearing prep and hearing testimony (.6); research re email production (1.8); coordinate transmittal of data to Sandline for processing (.7); conference with C. Fenton re status of May 27th production (.5); correspond with Sandline PM team reproduction specifications (.3); review and revise productions (.8); correspond with counsel re document production (.6).
05/27/20	Joseph Dobrowski	0.40	Revise case materials.
05/27/20	Yates French	4.50	Coordinate review and production of documents (2); attend telephone conference with lender's counsel re discovery (.5); review documents for production (2).
05/27/20	Ravi Subramanian Shankar	8.50	Research re adequate protection standard (3.8); conference with K&E team re same (.2); analyze 1L's collateral (2.6); draft summary of same (1.9).
05/27/20	Brad Weiland	0.90	Review and analyze potential litigation and discovery items.
05/28/20	Carolyn E. Brown	5.40	Review and analyze documents re preference and fraudulent transfer claims (4.2); draft and revise summary chart re 30(b)(6) topics for deposition preparation (1.2).
05/28/20	Adam Collins	2.00	Update master production tracking log (1.5); compile and organize production materials (.5).
05/28/20	Uzo Dike	1.50	Review and revise responses to Committee and Trustees' discovery (.4); review and revise 30(b)(6) deposition notices (.4); correspond with C. Fenton re same (.3); coordinate collection and transmittal of A&M data to Sandline for processing, review and potential production (.4).
05/28/20	Joseph Dobrowski	1.90	Revise case materials.



Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Cassandra E. Fenton	2.00	Draft scheduling order (.8); analyze and revise deposition responses and objections (1.2).
05/28/20	Yates French	3.20	Research re recharacterization (1.2); research re lenders' collateral (1.0); coordinate production of documents (1.0).
05/28/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team re litigation overview (.5); prepare for and participate in telephone conference with K&E team, Company, Elliott, Ropes and Gray re litigation overview (.5); telephone conference with K&E team re Shore's appealed settlement order (.5).
05/28/20	Francis Petrie	0.40	Compile documents re appeal of settlement order (.2); correspond with appeals team re same (.2).
05/28/20	Ravi Subramanian Shankar	4.50	Research re adequate protection standard (4.1); correspond with K&E team re same (.4).
05/28/20	Brad Weiland	1.80	Review and analyze potential litigation items and discovery re confirmation (.9); correspond and telephone conferences re same with K&E team (.5); review and research open litigation items (.4).
05/29/20	Carolyn E. Brown	0.70	Review and analyze documents re preference and fraudulent transfer claims (.7).
05/29/20	Adam Collins	2.30	Compile materials for production (.8); compile and organize production documents for attorney review (1.5).
05/29/20	Uzo Dike	3.20	Coordinate transmittal of data to Sandline for processing, review and potential production (.8); correspond with C. Fenton re same (.3); final Relativity review and preparation of PJT and A&M documents to be produced (1.4); correspond with Sandline PM team re production specifications (.4); correspond with counsel re transmittal of productions to parties (.3).
05/29/20	Joseph Dobrowski	2.50	Revise case materials.
05/29/20	Harker Rhodes	0.20	Review timing for settlement appeal.
05/29/20	Brad Weiland	0.80	Review and analyze potential litigation items and correspondence re same from Kirkland team.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030895

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/20	Gregory Tsonis	6.50	Review and analyze precedent re procedural issues (3.6); draft updated slide presentation (.7); draft outline re litigation claims (2.2).
05/31/20	Uzo Dike	3.70	Analyze and research re email production (1.3); prepare file of same and transmit to P. Anderson for Company review (1.4); correspond with C. Fenton and Company re same (.4); coordinate and manage update of case and DMS folders and forward materials re same to J. Dobrowski (.6).
05/31/20	Cassandra E. Fenton	0.40	Manage document production.
05/31/20	Ravi Subramanian Shankar	3.20	Reviewed litigation claims presentation (1.4); conference and correspond with K&E litigation and bankruptcy teams re same (1.8).
<b>Total</b>		<b>901.60</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030896**  
**Client Matter: 24706-8**

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**In the Matter of Automatic Stay Matters**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 2,891.00

Total legal services rendered

\$ 2,891.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Automatic Stay Matters

Invoice Number: 1050030896  
 Matter Number: 24706-8

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	0.30	740.00	222.00
Chris Ceresa	1.50	610.00	915.00
Hannah Kupsky	0.50	340.00	170.00
John R. Luze	1.30	1,085.00	1,410.50
Carrie Therese Oppenheim	0.20	445.00	89.00
Trudy Smith	0.10	845.00	84.50
<b>TOTALS</b>	<b>3.90</b>		<b>\$ 2,891.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030896

Windstream Holdings, Inc.

Matter Number:

24706-8

Automatic Stay Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Spencer Caldwell-McMillan	0.30	Review changes to settlement (.1); correspond with Company and F. Petrie re changes (.2).
05/01/20	Chris Ceresa	0.90	Draft and revise settlement for IL dept of revenue (.8); correspond with K&E team, N. Warther and T. Smith re same (.1).
05/03/20	Trudy Smith	0.10	Correspond with C. Ceresa and N. Warther re automatic stay inquiry.
05/11/20	Chris Ceresa	0.40	Revise lift stay order re IL Tax Dept (.3); correspond with N. Warther re same (.1).
05/14/20	Hannah Kupsy	0.50	Revise Modell lift stay motion.
05/14/20	John R. Luze	1.30	Review and analyze Modell's stay relief motion.
05/18/20	Chris Ceresa	0.20	Telephone conference with Company and S. Caldwell-McMillan re settlement and lift stay stipulation.
05/29/20	Carrie Therese Oppenheim	0.20	Correspond with T. Smith re hearing transcripts of automatic stay motions.
<b>Total</b>		<b>3.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030897**  
**Client Matter: 24706-10**

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## In the Matter of Business Operations

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 16,623.00

Total legal services rendered

\$ 16,623.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Business Operations

Invoice Number: 1050030897  
 Matter Number: 24706-10

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	8.90	740.00	6,586.00
Stephen E. Hessler, P.C.	1.00	1,635.00	1,635.00
Francis Petrie	7.50	845.00	6,337.50
Margaret Reiney	1.40	610.00	854.00
Brad Weiland	0.90	1,345.00	1,210.50
<b>TOTALS</b>	<b>19.70</b>		<b>\$ 16,623.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030897

Windstream Holdings, Inc.

Matter Number:

24706-10

Business Operations

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/05/20	Francis Petrie	0.70	Correspond with Company re state court status and notices.
05/11/20	Francis Petrie	0.60	Review materials re PMO meeting (.4); review materials and correspond with Company re spectrum auctions (.2).
05/11/20	Margaret Reiney	0.30	Review and revise PMO materials.
05/12/20	Francis Petrie	0.70	Correspond with Company re asset transfer application (.2); review documentation re same (.5).
05/13/20	Spencer Caldwell-McMillan	0.80	Correspond re customer issue with J. Luze and C. Ceresa (.2); revise motion (.6).
05/13/20	Francis Petrie	0.80	Correspond with Company re PMO materials (.2); telephone conference and review Verizon documentation (.6).
05/14/20	Spencer Caldwell-McMillan	6.60	Revise motion (6.5); correspond with J. Luze re same (.1).
05/15/20	Spencer Caldwell-McMillan	1.50	Revise motion and research re same (1.4); correspond with J. Luze re same (.1).
05/15/20	Francis Petrie	0.20	Arrange for filing of MOR.
05/19/20	Francis Petrie	1.20	Correspond with Company re business issues and noticing (.5); draft correspondence re RFR process and review materials re same (.7).
05/20/20	Francis Petrie	1.70	Revise materials re Massachusetts RFP (.8); review materials re same (.5); correspond with M. Simpson, K&E team re process (.4).
05/20/20	Brad Weiland	0.90	Review and analyze items re liquidity, business operations.
05/25/20	Margaret Reiney	0.70	Review and revise board materials (.4); correspond with A&M re same (.3).
05/26/20	Francis Petrie	0.40	Correspond with Company re business issues (.1); telephone conference with Company, K&E team re same (.1); review materials re PMO meeting and correspond re same (.2).
05/27/20	Stephen E. Hessler, P.C.	1.00	Participate in bi-weekly telephone conference with PMO.
05/27/20	Francis Petrie	0.90	Draft Company correspondence re deferred compensation (.3); telephonically attend PMO session (.4); review materials re same (.2).



Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Business Operations

Invoice Number: 1050030897  
Matter Number: 24706-10

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Margaret Reiney	0.40	Review and revise meeting materials (.2); correspond with K&E team and A&M re same (.2).
05/29/20	Francis Petrie	0.30	Review MOR (.2); arrange for filing re same (.1).
<b>Total</b>		<b>19.70</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030898**  
**Client Matter: 24706-11**

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## In the Matter of Case Administration

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 15,711.00

Total legal services rendered

\$ 15,711.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Case Administration

Invoice Number: 1050030898  
 Matter Number: 24706-11

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	11.10	340.00	3,774.00
Chris Ceresa	0.60	610.00	366.00
Heidi Hockberger	0.50	845.00	422.50
Hannah Kupsky	4.40	340.00	1,496.00
Tiffany T. Mason	2.50	740.00	1,850.00
Carrie Therese Oppenheim	1.80	445.00	801.00
Francis Petrie	4.10	845.00	3,464.50
Margaret Reiney	4.80	610.00	2,928.00
Tommy Scheffer	0.60	740.00	444.00
Lydia Yale	0.60	275.00	165.00
<b>TOTALS</b>	<b>31.00</b>		<b>\$ 15,711.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030898

Windstream Holdings, Inc.

Matter Number:

24706-11

Case Administration

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Anthony Abate	0.30	Prepare, compile and distribute recent filings for K&E team.
05/01/20	Francis Petrie	0.70	Correspond with K&E team, chambers re hearing logistics.
05/03/20	Tommy Scheffer	0.20	Correspond with K&E team re agenda for May 7 hearing.
05/04/20	Anthony Abate	3.10	Coordinate with printing vendors re May 7 hearing binders for Court (.8); compile and organize materials for May 7 hearing (2.0); review and revise agenda re same (.3).
05/04/20	Carrie Therese Oppenheim	0.20	Arrange May 7 telephonic appearances.
05/04/20	Margaret Reiney	0.70	Review and revise work in process materials (.6); correspond with K&E team re same (.1).
05/04/20	Lydia Yale	0.60	Prepare binder for hearing.
05/05/20	Anthony Abate	3.20	Prepare and file BCA assumption reply (.2); prepare hearing materials for May 7 hearing (3.0).
05/05/20	Hannah Kupsky	3.60	Revise agenda and prepare for filing (.5); organize documents and prepare binders for hearing (3.1).
05/05/20	Francis Petrie	1.10	Review and revise agenda (.5); correspond with chambers re filed pleadings (.6).
05/06/20	Anthony Abate	3.30	Telephone conference with K&E team re work in process (.3); prepare May 7 hearing materials for K&E team (2.5); prepare, file and serve revised orders re same (.5).
05/06/20	Francis Petrie	1.00	Correspond with K&E team, chambers re hearing logistics, filed pleadings.
05/06/20	Margaret Reiney	0.70	Telephone conference with K&E team re work in process (.4); revise materials re same (.3).
05/07/20	Tommy Scheffer	0.40	Correspond with U.S. Trustee, A&M, K&E teams re monthly operating report, quarterly fee.
05/11/20	Carrie Therese Oppenheim	0.20	Arrange production of May 7 and May 8 hearing transcripts.
05/11/20	Margaret Reiney	0.60	Review and revise work in process materials (.4); correspond with K&E team re same (.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030898

Windstream Holdings, Inc.

Matter Number:

24706-11

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/20	Francis Petrie	0.30	Correspond with chamber and intervenors re final forms of order.
05/13/20	Hannah Kupsky	0.80	Pull precedent re motion to lift stay to terminate a contract (.6); attend telephone conference re work in process (.2).
05/13/20	Margaret Reiney	0.60	Telephone conference with K&E team re work in process (.3); revise materials re same (.3).
05/14/20	Anthony Abate	0.30	Pull, compile and distribute recent case filings.
05/14/20	Francis Petrie	0.70	Correspond with Chambers, Company, K&E team re scheduling.
05/15/20	Anthony Abate	0.20	Prepare, file and serve March 2020 monthly operating report.
05/15/20	Carrie Therese Oppenheim	0.30	Finalize notice of omnibus hearing dates for electronic filing.
05/15/20	Francis Petrie	0.30	Correspond with K&E team re hearing logistics.
05/19/20	Margaret Reiney	0.60	Review and revise work in process materials.
05/20/20	Tiffany T. Mason	2.50	Research re Sarbanes Oxley requirements for companies emerging post-bankruptcy.
05/20/20	Margaret Reiney	0.30	Review and revise work in process materials.
05/25/20	Margaret Reiney	0.60	Review and revise work in process materials.
05/26/20	Anthony Abate	0.40	Pull, compile, and distribute recent case filings.
05/26/20	Chris Ceresa	0.60	Revise materials re work in process (.5); correspond with T. Smith re same (.1).
05/26/20	Carrie Therese Oppenheim	1.10	Draft June 18 hearing agenda.
05/27/20	Margaret Reiney	0.70	Review and revise weekly work in process materials (.4); telephone conference with K&E team re same (.3).
05/29/20	Anthony Abate	0.30	Pull, compile and distribute recent case filings.
05/29/20	Heidi Hockberger	0.50	Telephone conference with K&E team re case status and next steps.
<b>Total</b>		<b>31.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030899**  
**Client Matter: 24706-12**

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**In the Matter of Cash Collateral/Cash Mgmt/DIP Fin.**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 59,620.50

Total legal services rendered

\$ 59,620.50

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030899

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	1.00	340.00	340.00
Tiffany Lang Chau	1.50	255.00	382.50
Brian Ford, P.C.	1.30	1,335.00	1,735.50
Andrew Hurley	15.20	845.00	12,844.00
Hannah Kupsky	1.00	340.00	340.00
Carrie Therese Oppenheim	0.50	445.00	222.50
Francis Petrie	3.60	845.00	3,042.00
Margaret Reiney	5.00	610.00	3,050.00
P. Paul Rezvani	18.50	1,135.00	20,997.50
Tommy Scheffer	7.80	740.00	5,772.00
Brad Weiland	8.10	1,345.00	10,894.50
<b>TOTALS</b>	<b>63.50</b>		<b>\$ 59,620.50</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030899

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	P. Paul Rezvani	1.00	Review correspondence from Company re reporting requirements (.5); attend to matters re agency replacement (.5).
05/04/20	Tiffany Lang Chau	1.00	Review document retention (.5); review closing sets (.5).
05/04/20	Andrew Hurley	1.00	Attention to closing agency agreement.
05/04/20	P. Paul Rezvani	1.00	Correspond re closing of agency replacement.
05/04/20	Tommy Scheffer	0.80	Correspond with RS, STB, A&M, K&E teams re RS, STB invoices.
05/04/20	Brad Weiland	0.80	Review and analyze DIP and exit financing items and discuss same with team, PJT.
05/06/20	Andrew Hurley	0.50	Correspond re compliance certificate (.2); review compliance certificate (.3).
05/06/20	P. Paul Rezvani	0.50	Correspond re quarterly compliance certificate.
05/07/20	Tommy Scheffer	0.80	Correspond with STB, DPW, PW, SS, A&M, K&E teams re PW, TRS invoices, reporting documents.
05/08/20	Andrew Hurley	0.50	Review and revise compliance certificate.
05/09/20	Brad Weiland	1.10	Review and analyze exit financing items (.4); correspond and telephone conferences re same with PJT (.7).
05/11/20	P. Paul Rezvani	0.50	Correspond with P. Dobrovich re compliance certificate.
05/11/20	Tommy Scheffer	0.40	Correspond with PW, A&M, K&E teams re regulatory counsel invoice.
05/12/20	Brian Ford, P.C.	0.80	Attention to exit financing issues (.3); telephone conference re same (.5).
05/12/20	P. Paul Rezvani	0.50	Correspond with M. Simpson re DIP amendment.
05/13/20	Andrew Hurley	2.30	Telephone conference with K&E team re exit financing and issues related thereto (.8); review unsecured creditors committee letter re challenge of claims (1.0); prepare markup and correspondence re same (.5).
05/13/20	P. Paul Rezvani	2.00	Prepare for and attend telephone conference with PJT re exit financing (1.0); attend to matters re UCC letter and correspond with A. Hurley re same (1.0).



Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030899

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/20	Brad Weiland	1.30	Review and analyze exit financing items, including timing and plan requirements (.8); telephone conference re same with PJT, K&E team (.5).
05/14/20	Tiffany Lang Chau	0.50	Attention to UCC-1 review (.2); telephone conference re same (.3).
05/14/20	Andrew Hurley	3.30	Telephone conference with P. Rezvani re stipulation of unencumbered property (.5); review security agreements re excluded property (1.5); review and markup stipulation and review UCC filings and other perfection matters re same (1.3).
05/14/20	P. Paul Rezvani	2.50	Review UCC letter re scope of collateral and related issues (2.2); correspond with A. Hurley re same (.3).
05/14/20	Tommy Scheffer	1.00	Correspond with STB, DPW, PW, A&M, K&E teams re Lerman Senter invoice, reporting documents.
05/15/20	Andrew Hurley	2.30	Telephone conference re UCC items (.5); review and revise response to unsecured creditors committee on challenged claims (1.5); correspondence re same (.3).
05/15/20	Francis Petrie	1.80	Telephone conferences with PJT, K&E teams re take back debt.
05/15/20	P. Paul Rezvani	2.50	Review UCC collateral questions (2.3); correspond with A. Hurley, B. Ford and E. Hepler re same (.2).
05/15/20	Tommy Scheffer	0.30	Correspond with BC, A&M, K&E teams re BC invoice.
05/15/20	Brad Weiland	1.30	Review and analyze financing items (.6); correspond and telephone conference re same with Company, advisors (.7).
05/16/20	Brad Weiland	0.70	Correspond and telephone conference re diminution in value analysis with PJT, team.
05/18/20	Brian Ford, P.C.	0.50	Attention to discovery matters.
05/18/20	Andrew Hurley	1.50	Telephone conference with K&E team re Uniti settlement (.5); review credit agreement and security agreement re same (1.0).
05/18/20	P. Paul Rezvani	3.00	Attend to matters re Trustees' question re scope of collateral and correspond with K&E team re same.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030899

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Tommy Scheffer	0.80	Correspond with PW, A&M, K&E teams re SS invoice, Lerman Senter invoice and payment information.
05/19/20	Andrew Hurley	0.50	Correspond re financing options with opposing counsel.
05/20/20	Andrew Hurley	2.00	Review amendment and restated agreement and Consent (.7); review credit agreement and security agreement re master lease (.5); review master lease (.3); correspondence re same (.5).
05/20/20	P. Paul Rezvani	3.50	Attend to matters re W&C's requests re scope of collateral and correspond with A. Hurley and K&E team re same (3); review and respond to correspondence re treatment of swaps for purposes of plan (.5).
05/21/20	Tommy Scheffer	0.40	Correspond with DPW, STB, A&M, K&E teams re reporting documents.
05/22/20	Tommy Scheffer	0.50	Correspond with DPW, A&M, K&E teams re DPW invoice.
05/23/20	Brad Weiland	0.80	Review and analyze potential exit financing items (.5); correspond re same with working group (.3).
05/24/20	Brad Weiland	1.20	Correspond re exit financing with PJT, K&E team (.5); prepare for and participate in telephone conference re same with PJT, J. Luze (.5); follow up re same (.2).
05/25/20	Andrew Hurley	1.30	Review BoA ballot correspondence from T. Scheffer (.5); review file and credit agreements re same (.8).
05/26/20	P. Paul Rezvani	1.00	Review and respond to emails from R. Shankar re trustee's arguments re gap in 1L collateral package.
05/26/20	Tommy Scheffer	0.40	Correspond with PW, A&M, K&E teams re Evercore invoice.
05/27/20	P. Paul Rezvani	0.50	Review and respond to emails from T. Scheffer re treatment of swaps under the plan.
05/29/20	Tommy Scheffer	0.40	Correspond with STB, DPW, A&M, K&E teams re reporting documents.
05/30/20	Hannah Kupsky	1.00	Review precedent re DIP amendment motions.
05/30/20	Carrie Therese Oppenheim	0.50	Research precedent re supplemental DIP motions.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030899

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/20	Francis Petrie	1.20	Telephone conference with J. Luze re amended DIP motion (.4); correspond with M. Reiney, T. Scheffer re same (.2); review materials re same (.6).
05/30/20	Margaret Reiney	0.90	Review precedent re DIP amendment (.7); correspond with K&E team re same (.2).
05/30/20	Tommy Scheffer	1.30	Correspond with K&E team re DIP amendment (.6); analyze precedent re same (.7).
05/30/20	Brad Weiland	0.90	Review and analyze DIP items.
05/31/20	Anthony Abate	1.00	Search for and distribute precedent DIP amendment motions (.2); draft template motion and interim order re same (.8).
05/31/20	Francis Petrie	0.60	Review materials re amended DIP order.
05/31/20	Margaret Reiney	4.10	Review and revise DIP amendment motion (3.2); review precedent re same (.3); correspond with K&E team re same (.6).
05/31/20	Tommy Scheffer	0.70	Correspond with K&E team re DIP amendment motion.
<b>Total</b>		<b>63.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030900**

**Client Matter: 24706-13**

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**In the Matter of Claims Administration and Objections**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 211,744.00

Total legal services rendered

\$ 211,744.00

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030900

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.30	340.00	102.00
Spencer Caldwell-McMillan	5.30	740.00	3,922.00
Chris Ceresa	24.70	610.00	15,067.00
Adam Collins	5.00	375.00	1,875.00
Uzo Dike	1.50	415.00	622.50
Cassandra E. Fenton	7.90	835.00	6,596.50
Emily Flynn	0.50	740.00	370.00
Scott J. Gordon	0.50	1,645.00	822.50
Richard U. S. Howell, P.C.	1.10	1,245.00	1,369.50
John R. Luze	2.60	1,085.00	2,821.00
Carrie Therese Oppenheim	0.40	445.00	178.00
Francis Petrie	0.20	845.00	169.00
Margaret Reiney	0.50	610.00	305.00
Brendan E. Ryan	33.80	1,025.00	34,645.00
Ravi Subramanian Shankar	11.20	1,075.00	12,040.00
Trudy Smith	68.40	845.00	57,798.00
Jenna Marie Stupar	37.00	970.00	35,890.00
Gregory Tsonis	38.30	970.00	37,151.00
<b>TOTALS</b>	<b>239.20</b>		<b>\$ 211,744.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030900

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Anthony Abate	0.30	Search for and distribute precedent no liability claims objections.
05/01/20	Spencer Caldwell-McMillan	0.40	Prepare for and attend telephone conference re claims with C. Fenton and C. Ceresa.
05/01/20	Chris Ceresa	2.90	Analyze, review, revise draft settlements (1.8); correspond with S. Caldwell-McMillan re same (.4); telephone conferences with A&M and same re same (.3); telephone conference with S. Caldwell-McMillan and C. Fenton re arbitration strategy (.4).
05/01/20	Cassandra E. Fenton	0.50	Prepare for and participate in telephone conference with S. Caldwell-McMillan and C. Ceresa re claims administration.
05/01/20	Trudy Smith	2.00	Telephone conference with G. Tsonis re contract counterparty claim strategy (.5); review and analyze precedent legal claims objections (.3); correspond with Company and K&E team re state law claims (.2); review and analyze background information re counterparty claim strategy (.7); correspond with J. Luze re legal claims strategy update (.3).
05/01/20	Gregory Tsonis	1.70	Conference with T. Smith re claim opposition strategy (.5); review and analyze case documents (.4); research and analyze precedent re case strategy (.8).
05/03/20	Chris Ceresa	1.40	Draft and revise letter to counsel (.6); draft and revise strategy materials for consumer arbitration claims (.5); correspond with A&M, K&E team, J. Luze re small vendor settlements (.3).
05/04/20	Chris Ceresa	0.40	Correspond with K&E team, J. Luze re various settlements.
05/04/20	John R. Luze	0.70	Correspond with K&E team re claims reconciliation issues.
05/04/20	Jenna Marie Stupar	0.50	Review and analyze issues re status of various e911 claims.
05/05/20	Spencer Caldwell-McMillan	0.70	Research re certain claims (.4); correspond with C. Ceresa re same (.1); review claims correspondence (.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030900

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/20	Chris Ceresa	1.10	Correspond with A&M, K&E team, T. Smith re open claims issues (.6); telephone conference with claimant re claims issue (.4); correspond with A&M re same (.1).
05/05/20	Jenna Marie Stupar	1.20	Review and analyze issues re e911 claims.
05/05/20	Gregory Tsonis	4.30	Research and analyze precedent re claims objections for Bull/Saetec.
05/06/20	Chris Ceresa	0.80	Correspond with claimants, A&M and K&E team re various issues (.5); telephone conferences with claimants re various issues (.3).
05/07/20	Spencer Caldwell-McMillan	1.20	Prepare for and attend telephone conference with A&M and C. Ceresa re wrong Debtors (.5); correspond with C. Ceresa re same (.2); correspond with C. Fenton re arbitration claims (.2); correspond re setoff draft with opposing counsel (.1); correspond re stay relief and related claim with opposing counsel (.2).
05/07/20	Chris Ceresa	0.80	Correspond with A&M and K&E team re various claims issues (.4); telephone conference with A&M and S. Caldwell-McMillan re remaining claims (.4).
05/07/20	Trudy Smith	1.30	Telephone conferences and correspond with e911 claimants re legal claims strategy (1.1); correspond with K&E team re same (.2).
05/08/20	Chris Ceresa	0.60	Correspond with A&M and K&E team re various issues (.5); telephone conference with claimant (.1).
05/08/20	Margaret Reiney	0.50	Correspond with K&E team re claims treatment (.2); review precedent re same (.3).
05/08/20	Trudy Smith	0.90	Correspond and telephone conferences with E911 claimant.
05/10/20	Spencer Caldwell-McMillan	0.10	Correspond with C. Ceresa re claims issues.
05/11/20	Chris Ceresa	0.40	Review, revise schedule for NOS (.3); correspond with A&M and K&E team re same (.1).
05/12/20	Spencer Caldwell-McMillan	0.10	Correspond re claims with K&E team.
05/12/20	Chris Ceresa	0.40	Correspond with K&E team re various issues.
05/12/20	Cassandra E. Fenton	0.50	Prepare for and participate in telephone conference re claims strategy.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030900

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/20	Ravi Subramanian Shankar	0.30	Conference with K&E teams re claims matters.
05/12/20	Trudy Smith	1.40	Telephone conference with Harter Secrest and G. Tsonis re litigation claim (.6); telephone conference with Bond Schoeneck re litigation claim (.6); correspond with K&E team and Company re arbitration claim (.2).
05/12/20	Jenna Marie Stupar	0.80	Review and analyze issues re e911 claims.
05/12/20	Gregory Tsonis	4.40	Prepare for and attend conference with local counsel and T. Smith re Bull litigation, claim (1.3); draft summary of issues re telephone conference (.5); telephone conference with K&E team re claims (.3); prepare for and attend conference with local counsel and T. Smith re Saetec claim (1.6); draft summary of issues re telephone conference (.3); conference with T. Smith re strategy (.4).
05/13/20	Spencer Caldwell-McMillan	1.90	Correspond with customer counsel re questions (.3); research re claims (.6); prepare for and attend telephone conference re claims with C. Fenton and C. Ceresa (.7); correspond with K&E team re claims issues (.3).
05/13/20	Chris Ceresa	1.40	Correspond with K&E team re consumer arbitration claims (.4); telephone conference with Company and K&E team re same (1.0).
05/13/20	Cassandra E. Fenton	3.30	Review and analyze materials re contested claims (2.8); participate in telephone conference re contested claims (.5).
05/13/20	John R. Luze	0.80	Review and analyze claims administration issues.
05/14/20	Gregory Tsonis	2.40	Research and analyze precedent re claims objections.
05/15/20	Brendan E. Ryan	0.70	Correspond with K&E team re E-911 claims (.5); correspond with J. Stupar re proposed briefing schedule (.2).
05/15/20	Trudy Smith	0.50	Telephone conference with J. Stuper and B. Ryan re E911 claims.
05/15/20	Jenna Marie Stupar	1.00	Review and analyze issues re e911 claims (.7); review and analyze issues re document production (.3).
05/15/20	Gregory Tsonis	2.20	Research and analyze precedent re claims objections.



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030900

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/20	Trudy Smith	0.20	Correspond with A&M and J. Stuper re counterparty settlement documentation.
05/17/20	Trudy Smith	3.30	Review and analyze litigation documentation (1.8); draft legal claims strategy presentation (1.5).
05/18/20	Spencer Caldwell-McMillan	0.30	Telephone conference with Company re governmental claims and requested setoff (.2); correspond with DOJ attorney re same (.1).
05/18/20	Trudy Smith	0.50	Review dischargeability.
05/19/20	Chris Ceresa	1.00	Correspond and review correspondence with the Company, K&E team including T. Smith and H. Hockberger, and claimants re various issues.
05/19/20	Uzo Dike	1.50	Prepare draft scheduling order for e911-claims (.4); correspond with J. Stupar and A. Collins re same (.2); compile Windstream Board materials (.6); correspond with C. Fenton and Sandline PM team re same (.3).
05/19/20	Brendan E. Ryan	0.40	Strategize with K&E team re E-911 matter.
05/19/20	Ravi Subramanian Shankar	0.30	Attend telephone conference with K&E team re claims updates and strategy.
05/19/20	Trudy Smith	3.70	Research dischargeability (2.9); draft outline re same (.8).
05/19/20	Jenna Marie Stupar	1.00	Review and analyze issues re 911 claims.
05/19/20	Gregory Tsonis	3.50	Telephone conference with K&E team re claims projects (.3); review and analyze re precedent re claims (2.8); conference with T. Smith re claims (.4).
05/20/20	Spencer Caldwell-McMillan	0.60	Prepare for and attend telephone conference with K&E team re claims process.
05/20/20	Chris Ceresa	1.90	Correspond with claimants, A&M and K&E team including S. Caldwell-McMillan re various claims issues (1.4); telephone conference with K&E team including J. Luze re claims issues (.3); telephone conference with claimant re claims issue (.2).
05/20/20	Brendan E. Ryan	0.70	Correspond with K&E team re claim consolidation and briefing schedule (.4); connect with K&E restructuring team re same (.3).
05/20/20	Ravi Subramanian Shankar	0.30	Attend telephone conference with K&E team re claims updates and strategy.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030900

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Trudy Smith	4.10	Correspond with G. Tsoni re contract counterparty litigation strategy (.4); telephone conference with K&E team re litigation claims work in process (.3); research and draft analysis re dischargeability (2.1); draft company presentation re same (1.3).
05/20/20	Jenna Marie Stupar	1.50	Review and analyze issues re e911 claims, including proposed briefing schedule.
05/20/20	Gregory Tsonis	5.30	Conference with T. Smith re claims (.4); review and analyze case documents and precedent re claims (4.2); draft summary of issues for R. Howell (.7).
05/21/20	Chris Ceresa	0.60	Correspond with A&M and K&E team re various claims issues (.4); telephone conference with claimant (.2).
05/21/20	Richard U. S. Howell, P.C.	1.10	Review materials re claims resolution and claims litigation issues.
05/21/20	Brendan E. Ryan	0.50	Correspond with litigation team re next steps in e911 cases.
05/21/20	Trudy Smith	8.30	Revise scheduling order (.6); correspond with J. Stuper and B. Ryan re same (.6); reconcile non-guarantor and guarantor status and synthesize materials re same (3.5); draft legal claims presentation (2.9); review litigation documents re same (.7).
05/21/20	Jenna Marie Stupar	1.30	Review and analyze issues re e911 claims.
05/22/20	Chris Ceresa	1.00	Telephone conferences with claimant, A&M, and S. Caldwell-McMillan re settlement issues (.3); correspond with claimants, A&M, and S. Caldwell-McMillan re same (.4); review and analyze proposed changes to settlement language (.3).
05/22/20	Adam Collins	1.00	Review and analyze e911 pleadings for specific states.
05/22/20	Scott J. Gordon	0.50	Telephone conference with P. Rezvani re swap claims.
05/22/20	Trudy Smith	3.50	Draft legal claims overview presentation (2.9); review litigation documents and other materials re same (.6).
05/22/20	Jenna Marie Stupar	1.00	Review and analyze issues re e911 claims.
05/23/20	Chris Ceresa	0.50	Revise claims litigation deck.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030900

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/20	Trudy Smith	4.30	Draft claims presentation re legal strategy (3.9); correspond with J. Luze re same (.1); correspond with C. Ceresa re timeline (.1); correspond with J. Stuper and B. Ryan re presentation (.1); correspond with G. Tsoni re same (.1).
05/24/20	Chris Ceresa	0.50	Revise claims litigation deck (.4); correspond with T. Smith re same (.1).
05/25/20	Gregory Tsonis	1.80	Review, analyze, and revise claims slides.
05/26/20	Chris Ceresa	1.50	Telephone conferences with K&E team re various claims issues (.7); correspond with A&M and K&E team re various claims settlements (.2); revise presentation re claims litigation (.6).
05/26/20	Adam Collins	2.50	Review and analyze e911 pleadings for specific states.
05/26/20	Cassandra E. Fenton	0.50	Participate in telephone conferences re claims administration.
05/26/20	Brendan E. Ryan	0.50	Telephone conference with K&E team re next steps in e911 litigation claims.
05/26/20	Ravi Subramanian Shankar	6.60	Review and analyze presentation re claims strategy (.9); review and analyze materials re creditors' confirmation objections (4.1); draft analysis re same (1.6).
05/26/20	Trudy Smith	2.60	Revise legal claims presentation re comments received (2.3); attend telephone conference with K&E team re same (.3).
05/26/20	Jenna Marie Stupar	1.50	Review and analyze issues re e911 claims.
05/26/20	Gregory Tsonis	1.70	Conference with K&E team re claims projects (.2); conference with K&E team re claims projects (.4); review and analyze case documents and precedent (.7); draft correspondence summarizing status and plans re claims project (.4).
05/27/20	Chris Ceresa	1.70	Correspond with Company and K&E team including S. Caldwell-McMillan re customer arbitration settlement (.4); research re joint and several liability (1.0); correspond with A&M and S. Caldwell-McMillan re same (.3).
05/27/20	John R. Luze	1.10	Review and analyze claims administration issues (.6); conference with K&E team re same (.5).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030900

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Brendan E. Ryan	0.80	Correspond with J. Stupar re e911 claims (.2); consult with R. Howell and R. Shankar re same (.6).
05/27/20	Ravi Subramanian Shankar	1.10	Strategize re litigation claims objections.
05/27/20	Trudy Smith	2.30	Correspond with K&E team re legal claims presentation and revisions thereto (.2); telephone conference with Company, Norton Rose and J. Stuper re e911 (.9); correspond and telephone conference with J. Stuper and B. Ryan re next steps (.8); correspond with Company re contract counterparty claim strategy status and review materials re same (.4).
05/27/20	Jenna Marie Stupar	3.20	Review and analyze strategic and legal issues re e911 claims.
05/27/20	Gregory Tsonis	1.40	Review and analyze case documents and revise slide deck and talking points.
05/28/20	Chris Ceresa	4.30	Draft and revise notices of claims settlements (3.3); correspond with S. Caldwell-McMillan re same (.1); correspond with C. Fenton re consumer arbitration claims (.5); revise claims presentation (.3); correspond with T. Smith re same (.1).
05/28/20	Cassandra E. Fenton	3.10	Prepare for and participate in telephone conference re claims administration (2.6); analyze and revise presentation re claims administration (.5).
05/28/20	Brendan E. Ryan	3.20	Correspond with J. Stupar and T. Smith re e911 deck (.5); research factual and procedural background of e911 cases (2.5); draft email updating litigation team re next steps (.2).
05/28/20	Ravi Subramanian Shankar	0.80	Prepare for and participate in conference with K&E team re claims objections.
05/28/20	Trudy Smith	1.60	Correspond with J. Stuper and B. Ryan re e911 strategy (.6); correspond with Company and K&E team re litigation claims (.4); review proofs of claim and supporting documentation re legal claims issues (.6).
05/28/20	Jenna Marie Stupar	3.70	Review and analyze issues re e911 claims, including claims analysis.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030900

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Gregory Tsonis	2.20	Conference with K&E team re potential contested claims (.5); draft claims outline (.5); review, analyze, and revise draft presentation re claims (1.2).
05/29/20	Chris Ceresa	1.30	Draft settlement motion for Nebraska Dept of Revenue settlement (.6); draft vendor settlements (.4); correspond re settlement issues with K&E team (.3).
05/29/20	Adam Collins	1.50	Review and analyze e911 pleadings and transcripts for specific states.
05/29/20	Emily Flynn	0.50	Review claims settlement notices.
05/29/20	Francis Petrie	0.20	Correspond with K&E team re claims objections.
05/29/20	Brendan E. Ryan	4.70	Review factual and procedural history of e911 claims (4.3); connect with J. Stupar and T. Smith re same (.4).
05/29/20	Ravi Subramanian Shankar	1.20	conference with K&E team re claims objections (.3); review approach to same (.6); review and analyze new claims objections (.3).
05/29/20	Trudy Smith	6.40	Telephone conference with J. Stupar and B. Ryan re legal claims presentation (.6); review and analyze state court litigation documents (1.8); revise presentation re same (3.1); correspond with Company re other legal claims (.3); telephone conference with J. Luze re legal claims (.2); correspond with J. Stupar and B. Ryan re legal claims presentation (.4).
05/29/20	Jenna Marie Stupar	7.30	Review and analyze issues re e911 claims.
05/29/20	Gregory Tsonis	1.80	Conference with J. Stupar re Company telephone conference re e911 claims (.4); review, analyze, and edit outline and draft slides (1.4).
05/30/20	Carrie Therese Oppenheim	0.40	Compile documents re E911 claims.
05/30/20	Brendan E. Ryan	10.80	Review factual and procedural history of e911 claims (5.5); draft presentation re e911 claims for Company review (5.3).
05/30/20	Ravi Subramanian Shankar	0.60	Strategize re litigation claims.

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Claims Administration and Objections

Invoice Number: 1050030900  
 Matter Number: 24706-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/20	Trudy Smith	10.10	Read and analyze state court documents re e911 litigations (3.0); draft legal strategy presentation re same (2.8); correspond with M. Stupar and B. Ryan re same (1.7); analyze legal strategy and review outline re same (2.6).
05/30/20	Jenna Marie Stupar	4.00	Review and analyze issues re the New York, New Jersey, Georgia, Florida, Pennsylvania, and Rhode Island e911 claims.
05/31/20	Chris Ceresa	0.20	Correspond with T. Smith re claims issues re e911.
05/31/20	Brendan E. Ryan	11.50	Review factual and procedural history of e911 claims (6.5); correspond with R. Shankar and J. Stupar re same (1.2); draft presentation re e911 claims for Company review (3.8).
05/31/20	Trudy Smith	11.40	Research dischargeability (2.7); draft slides re legal strategy (1.5); correspond with K&E team re same (.3); telephone conference with R. Shakar, J. Stupar, and B. Ryan re e911 claims strategy (1.5); revise legal claims presentation (3.4); review summaries and corresponding pleadings re same (2.0).
05/31/20	Jenna Marie Stupar	9.00	Review and analyze issues re e911 claims and develop strategy for same.
05/31/20	Gregory Tsonis	5.60	Review and analyze precedent re procedural issues (2.5); draft updated slide presentation (1.3); draft outline re litigation claims (1.8).
<b>Total</b>		<b>239.20</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030901**

**Client Matter: 24706-14**

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**In the Matter of Corporate and Securities Matters**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 36,374.50

Total legal services rendered

\$ 36,374.50

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Corporate and Securities Matters

Invoice Number: 1050030901  
Matter Number: 24706-14

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Sean Brownridge	1.10	1,035.00	1,138.50
Tim Cruickshank, P.C.	5.40	1,295.00	6,993.00
Erik Hepler	0.50	1,435.00	717.50
Stephen E. Hessler, P.C.	6.30	1,635.00	10,300.50
Emily Joung	2.30	740.00	1,702.00
Francis Petrie	0.70	845.00	591.50
Scott D. Price, P.C.	1.00	1,635.00	1,635.00
Tommy Scheffer	7.00	740.00	5,180.00
Brad Weiland	2.70	1,345.00	3,631.50
Joshua Zachariah, P.C.	3.00	1,495.00	4,485.00
<b>TOTALS</b>	<b>30.00</b>		<b>\$ 36,374.50</b>



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030901

Windstream Holdings, Inc.

Matter Number: 24706-14

Corporate and Securities Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Tommy Scheffer	0.90	Correspond with K&E team re BCA reply (.2); analyze objections re BCA motion (.5); correspond with K&E team re same (.2).
05/02/20	Tommy Scheffer	2.50	Analyze BCA motion objections (.8); correspond with K&E team re same (.7); review and revise BCA reply (.7); correspond with K&E team re same (.3).
05/03/20	Tim Cruickshank, P.C.	1.50	Research re SEC reporting obligation (1.0); prepare summary re same (.5).
05/04/20	Tim Cruickshank, P.C.	2.00	Telephone conference re SEC reporting obligation (.5); research re same (1.0); prepare summary re same (.5).
05/04/20	Tommy Scheffer	0.60	Correspond with K&E team re BCA reply.
05/05/20	Stephen E. Hessler, P.C.	4.50	Telephone conference with K&E team re board meeting prep (.5); prepare for and participate in telephone conference with board (3.5); telephone conference and correspond with K&E team re next steps (.5).
05/05/20	Scott D. Price, P.C.	1.00	Prepare for and participate in compensation committee meeting.
05/05/20	Brad Weiland	1.10	Review and analyze board meeting materials (.4); telephone conference re board meeting with S. Hessler (.4); correspond re same with PJT, Company (.3).
05/10/20	Tim Cruickshank, P.C.	0.50	Attend telephone conference re MNPI and non-disclosure agreement matters.
05/11/20	Brad Weiland	0.90	Review and analyze corporate and securities matters including rights offering, non-disclosure agreement items (.5); correspond and telephone conference with K&E team re same (.4).
05/12/20	Sean Brownridge	1.10	Review and analyze rights agreement (.4); research, review, and analyze precedent rights agreements and Forms 10-K (.3); correspond with J. Zachariah and S. Mathew (.4).
05/12/20	Brad Weiland	0.70	Review and analyze board items for board and special committee.
05/12/20	Joshua Zachariah, P.C.	2.00	Work on pill and 10-K related matters.
05/13/20	Tommy Scheffer	0.80	Correspond with K&E team re board resolutions (.2); draft same (.6).

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050030901  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/20	Joshua Zachariah, P.C.	1.00	Respond to questions related to pill and 10-K.
05/14/20	Tim Cruickshank, P.C.	0.40	Review D&O questionnaire.
05/14/20	Emily Joung	1.20	Revise D&O form (1.1); correspond with K&E team and Company re same (.1).
05/14/20	Francis Petrie	0.70	Revise 10-K language.
05/14/20	Tommy Scheffer	0.80	Correspond with Company and K&E team re subsidiary resolutions (.3); review and revise same (.5).
05/15/20	Tim Cruickshank, P.C.	1.00	Review D&O question (.3); review questions on MNPI and non-disclosure agreement issue (.7).
05/15/20	Erik Hepler	0.30	Analyze assets excluded from collateral with P. Rezvani, Hurley.
05/15/20	Emily Joung	0.70	Revise D&O questionnaire (.6); correspond with K&E team and Company re same (.1).
05/21/20	Stephen E. Hessler, P.C.	1.80	Telephone conference and correspond with K&E team re special office conference of restructuring committee (.5); prepare for and participate in telephone conference with special office conference of restructuring committee (1.0); telephone conference and correspond with K&E team re next steps (.3).
05/27/20	Tommy Scheffer	0.90	Correspond with RG, PW, K&E team re rights offering documentation.
05/28/20	Erik Hepler	0.20	Analysis of unencumbered collateral with Shankar.
05/29/20	Emily Joung	0.40	Correspond with K&E team re rights offering procedures.
05/29/20	Tommy Scheffer	0.50	Correspond with RG, PW, K&E teams re rights offering documentation.
<b>Total</b>		<b>30.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030902**  
**Client Matter: 24706-15**

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## In the Matter of Creditor and Stakeholder Communications

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 61,578.00

Total legal services rendered

\$ 61,578.00

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030902

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Yates French	1.00	1,165.00	1,165.00
John R. Luze	18.40	1,085.00	19,964.00
Michele Manzo	1.30	275.00	357.50
Carrie Therese Oppenheim	0.20	445.00	89.00
Francis Petrie	6.30	845.00	5,323.50
Tommy Scheffer	6.30	740.00	4,662.00
Ravi Subramanian Shankar	3.40	1,075.00	3,655.00
Brad Weiland	19.60	1,345.00	26,362.00
<b>TOTALS</b>	<b>56.50</b>		<b>\$ 61,578.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030902

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	John R. Luze	1.30	Conference and correspond with parties in interest re case issue and plan/disclosure statement.
05/01/20	Tommy Scheffer	0.50	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M, K&E teams re reporting documents.
05/01/20	Brad Weiland	1.40	Correspond and telephone conferences re status and litigation with creditors' counsel.
05/04/20	John R. Luze	1.10	Conference and correspond with stakeholder advisors re plan and disclosure statement hearing issues.
05/05/20	John R. Luze	1.40	Conference and correspond with parties in interest re plan and disclosure statement hearing issues.
05/06/20	John R. Luze	0.70	Conference and correspond with parties in interest re disclosure statement hearing.
05/06/20	Francis Petrie	2.50	Correspond with stakeholders, objectors re forms of filed documents.
05/06/20	Brad Weiland	1.30	Correspond and telephone conferences re litigation, transaction items with opposing counsels.
05/07/20	Brad Weiland	1.80	Correspond and telephone conferences re hearing status, next steps with Paul Weiss, Ropes & Gray, Davis Polk.
05/08/20	John R. Luze	1.40	Conference and correspond with parties in interest re documentation issues.
05/08/20	Francis Petrie	2.60	Correspond with PSA parties, objectors re revisions to deal documents and form of orders.
05/08/20	Tommy Scheffer	0.80	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M, K&E teams re reporting documents.
05/08/20	Brad Weiland	1.90	Correspond and telephone conferences before hearing re settlement, backstop resolution with PW, Ropes, DPW and follow up re same after hearing.
05/09/20	Francis Petrie	0.60	Correspond with Paul Weiss, Shearman, Ropes re plan revisions.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030902

Windstream Holdings, Inc.

Matter Number: 24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/20	Brad Weiland	0.80	Correspond re open items including court orders, non-disclosure agreement items, tax items with creditors' counsel.
05/11/20	John R. Luze	0.70	Conference and correspond with parties in interest re plan and disclosure statement issues.
05/11/20	Michele Manzo	1.30	Correspond with K&E team re recently voice mail messages.
05/11/20	Carrie Therese Oppenheim	0.20	Correspond with K&E team re creditor inquiries.
05/11/20	Francis Petrie	0.60	Correspond with stakeholders re disclosure statement order.
05/11/20	Brad Weiland	1.10	Correspond and telephone conferences re open items with creditors' counsel.
05/12/20	John R. Luze	1.20	Conference and correspond with parties in interest re plan and disclosure statement issues.
05/12/20	Brad Weiland	0.60	Correspond and telephone conference re status and next steps with opposing counsel.
05/13/20	John R. Luze	1.30	Conference and correspond with parties in interest re confirmation and discovery issues.
05/13/20	Brad Weiland	0.70	Telephone conference and correspondence re confirmation timing and disclosure statement items.
05/14/20	John R. Luze	1.60	Conference and correspond with parties re confirmation and discovery issues.
05/14/20	Ravi Subramanian Shankar	0.50	Prepare for and attend telephone conference with creditors re confirmation strategy.
05/14/20	Brad Weiland	0.60	Correspond and telephone conference re open items with creditors' counsel.
05/15/20	John R. Luze	0.90	Conference and correspond with parties in interest re confirmation and discovery issues.
05/15/20	Tommy Scheffer	0.30	Correspond with U.S. Trustee, MoFo, Alix, DPW, A&M, K&E teams re reporting documents.
05/15/20	Brad Weiland	0.90	Telephone conference re creditor inquiry with creditor (.4); correspond and telephone conferences re open items with K&E team, creditors' counsel (.5).
05/18/20	John R. Luze	1.20	Conference and correspond with parties in interest re confirmation issues.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030902

Windstream Holdings, Inc.

Matter Number: 24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Brad Weiland	0.80	Correspond and telephone conferences with creditors' counsel re open items.
05/19/20	John R. Luze	0.70	Conference and correspond with parties in interest re case status and issues.
05/19/20	Tommy Scheffer	0.40	Correspond with K&E team re allocation presentation.
05/19/20	Brad Weiland	1.40	Prepare for and participate in telephone conference re timeline and open items with client, creditor advisors (.5); follow up re same (.2); correspondence and telephone conference re potential resolution of open items with creditor advisors (.7).
05/20/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
05/20/20	Tommy Scheffer	0.80	Correspond with SEC and K&E team re May 8 transcript (.3); correspond with U.S. Trustee and MoFo, Alix, DPW, A&M, K&E teams re de minimis reporting (.5).
05/21/20	John R. Luze	1.50	Conference and correspond with parties in interest re conformation and plan issues.
05/21/20	Ravi Subramanian Shankar	0.80	Prepare for an attend telephone conference with creditors re confirmation (.5); review and analyze presentation to creditors (.3).
05/21/20	Brad Weiland	1.00	Prepare for and participate in telephone conferences re litigation, open items with creditors' counsel.
05/22/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
05/22/20	Tommy Scheffer	2.60	Correspond with U.S. Trustee and MoFo, Alix, DPW, A&M, K&E teams re reporting documents (.3); correspond and telephone conferences with Company and MoFo, W&C, RG, PW, PJT, K&E teams re allocation issues (1.9); review and revise materials re same (.4).
05/22/20	Ravi Subramanian Shankar	2.10	Attend telephone conference with creditors re confirmation disputes.
05/22/20	Brad Weiland	1.10	Correspond and telephone conferences with creditors' counsel re open items, litigation, plan negotiations, next steps.
05/24/20	Brad Weiland	0.50	Correspond re open items with creditors' counsel.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030902

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/25/20	Brad Weiland	0.60	Correspond and telephone conferences re open items with creditors' counsel.
05/26/20	Tommy Scheffer	0.50	Correspond with W&C, RG, PW, MoFo, PJT, A&M, K&E teams re allocation presentation.
05/26/20	Brad Weiland	0.70	Correspond re utilities inquiry with opposing counsel (.1); correspond and telephone conferences with Paul Weiss, Ropes re open items, including confirmation and potential settlement discussions (.6).
05/27/20	John R. Luze	1.20	Conference and correspond with parties in interest re confirmation issues.
05/27/20	Brad Weiland	1.10	Telephone conferences and correspondence re open items with Ropes & Gray, Paul Weiss.
05/28/20	Yates French	1.00	Office conference and correspond with opposing counsel re discovery.
05/28/20	John R. Luze	0.60	Conference and correspond with parties in interest re confirmation issues.
05/28/20	Brad Weiland	0.90	Correspond and telephone conferences re status, open items, settlement discussions, liquidity with Paul Weiss, Ropes & Gray.
05/29/20	Tommy Scheffer	0.40	Correspond with U.S. Trustee and MoFo, Alix, A&M, K&E teams re reporting documents.
05/29/20	Brad Weiland	0.40	Correspond and telephone conferences re open items with working group of creditors' counsel.
<b>Total</b>		<b>56.50</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030903**

**Client Matter: 24706-16**

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**In the Matter of Creditors' Committee Matters**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 12,293.00

Total legal services rendered

\$ 12,293.00

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Creditors' Committee Matters

Invoice Number: 1050030903  
Matter Number: 24706-16

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Francis Petrie	0.70	845.00	591.50
Brad Weiland	8.70	1,345.00	11,701.50
<b>TOTALS</b>	<b>9.40</b>		<b>\$ 12,293.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030903

Windstream Holdings, Inc.

Matter Number:

24706-16

Creditors' Committee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Brad Weiland	0.50	Review and analyze settlement proposal re committee and telephone conference re same with K&E team.
05/04/20	Francis Petrie	0.70	Correspond with MoFo re amended plan and DS.
05/05/20	Brad Weiland	0.40	Correspond and telephone conference re status and potential settlement with L. Marinuzzi.
05/06/20	Brad Weiland	0.40	Correspond and telephone conference re committee items with committee counsel.
05/11/20	Brad Weiland	0.60	Correspondence re committee scheduling, discovery items with committee counsel and follow up re same.
05/12/20	Brad Weiland	1.20	Correspondence re committee scheduling and discovery items with committee counsel, K&E team, other parties (.7); follow up re same (.5).
05/14/20	Brad Weiland	0.40	Correspondence and telephone conference re committee items with committee counsel.
05/20/20	Brad Weiland	1.20	Prepare and revise materials for creditors' committee meeting.
05/21/20	Brad Weiland	1.10	Telephone conference re committee meeting with committee counsel (.3); correspondence re follow up re same with committee counsel (.2); prepare and revise materials re committee meeting (.6).
05/22/20	Brad Weiland	2.10	Review and finalize committee meeting materials (.6); prepare for and participate in telephone conference meeting with committee, unsecured trustee professionals (1.5).
05/26/20	Brad Weiland	0.60	Correspond and telephone conference with committee counsel re committee items.
05/28/20	Brad Weiland	0.20	Correspondence re committee items with committee counsel, other parties.
<b>Total</b>		<b>9.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030904**  
**Client Matter: 24706-17**

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## In the Matter of Employee and Labor Matters

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 10,401.00

Total legal services rendered

\$ 10,401.00

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Employee and Labor Matters

Invoice Number: 1050030904  
Matter Number: 24706-17

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Kate Coverdale	0.10	1,215.00	121.50
Stephen E. Hessler, P.C.	2.50	1,635.00	4,087.50
Scott D. Price, P.C.	2.80	1,635.00	4,578.00
Brad Weiland	1.20	1,345.00	1,614.00
<b>TOTALS</b>	<b>6.60</b>		<b>\$ 10,401.00</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050030904  
 Matter Number: 24706-17

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/04/20	Kate Coverdale	0.10	Telephone conference with J. Luze and M. Michaels.
05/04/20	Brad Weiland	0.90	Prepare for and participate in telephone conference re employee matters (.4); follow up re same (.2); review and analyze materials re same (.3).
05/16/20	Brad Weiland	0.30	Review and analyze wages order and status re same.
05/25/20	Stephen E. Hessler, P.C.	0.40	Telephone conference and correspond with K&E team re executive comp.
05/27/20	Stephen E. Hessler, P.C.	0.90	Telephone conference with Company re executive compensation package outline (.3); telephone conference and correspond with K&E team re same (.6).
05/28/20	Stephen E. Hessler, P.C.	0.60	Telephone conference and correspond with K&E team re executive compensation package.
05/29/20	Stephen E. Hessler, P.C.	0.60	Telephone conference and correspond with K&E team re executive compensation package.
05/29/20	Scott D. Price, P.C.	2.80	Discuss MIP matters (1.2); revise term sheet (1.6).
<b>Total</b>		<b>6.60</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030905**

**Client Matter: 24706-18**

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**In the Matter of Executory Contracts and Unexpired Leases**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 161,011.00

Total legal services rendered

\$ 161,011.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Executory Contracts and Unexpired Leases

Invoice Number: 1050030905  
 Matter Number: 24706-18

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.80	340.00	272.00
Leif Buschmann	4.40	845.00	3,718.00
Spencer Caldwell-McMillan	3.80	740.00	2,812.00
Chris Ceresa	18.20	610.00	11,102.00
Emily Flynn	0.20	740.00	148.00
Stephen C. Hackney, P.C.	0.70	1,525.00	1,067.50
Heidi Hockberger	26.60	845.00	22,477.00
Hannah Kupsky	0.40	340.00	136.00
Carrie Therese Oppenheim	1.10	445.00	489.50
Francis Petrie	1.70	845.00	1,436.50
Scott D. Price, P.C.	10.40	1,635.00	17,004.00
Margaret Reiney	49.80	610.00	30,378.00
Tommy Scheffer	50.80	740.00	37,592.00
Trudy Smith	5.90	845.00	4,985.50
Al Stemp, P.C.	3.40	1,415.00	4,811.00
Benjamin C. Vizvary	6.10	610.00	3,721.00
Dan Walbrun	7.30	1,165.00	8,504.50
Brad Weiland	7.70	1,345.00	10,356.50
<b>TOTALS</b>	<b>199.30</b>		<b>\$ 161,011.00</b>



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Francis Petrie	0.50	Telephone conference and correspond with K&E, A&M teams re executory contract status.
05/01/20	Tommy Scheffer	0.80	Correspond with A&M, K&E teams re channel partners agreement.
05/01/20	Tommy Scheffer	0.80	Correspond with DOJ, K&E teams re 9019 order (.4); review and revise same (.4).
05/01/20	Trudy Smith	0.10	Correspond with M. Reiney and F. Petrie re partner settlement background.
05/01/20	Al Stemp, P.C.	0.70	Correspond re status of easement agreements and open agreements to be finalized by 5/7 hearing.
05/03/20	Chris Ceresa	1.00	Review and analyze certain contracts for executory character (.8); correspond re same (.2).
05/04/20	Spencer Caldwell-McMillan	1.90	Correspond re open lease items (.5); review set off draft (.7); review settlement (.7).
05/04/20	Chris Ceresa	1.50	Revise, analyze certain executory contracts (.7); draft memorandum re same (.3); correspond with K&E team re same (.1); telephone conference with K&E team re same (.4).
05/04/20	Tommy Scheffer	0.50	Correspond and telephone conferences with W. Hao and K&E team re assumption and rejection of contracts.
05/04/20	Tommy Scheffer	0.40	Correspond with Company and K&E team re assigned executory contract underlying rights.
05/04/20	Al Stemp, P.C.	1.50	Attention to finalizing open issues in equipment loan agreement (.7); telephone conferences and correspond with D. Walbrun re same (.8).
05/04/20	Dan Walbrun	4.00	Attend to open issues re equipment loan agreement and open lease items.
05/04/20	Brad Weiland	1.80	Review and analyze Uniti contract and lease settlement documents.
05/05/20	Chris Ceresa	1.40	Review and revise draft memorandum re executory contracts (.5); correspond with Company and S. Caldwell-McMillan re same (.2); telephone conference with S. Caldwell-McMillan re same (.7).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030905

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/20	Heidi Hockberger	1.40	Correspond with K&E team re executory contract matters (.3); analyze correspondence re same (1.1).
05/05/20	Margaret Reiney	0.10	Correspond with A&M re contract settlement.
05/05/20	Al Stemp, P.C.	0.50	Follow up with D. Walbrun re open equipment loan issues and review re correspondence.
05/05/20	Dan Walbrun	0.50	Attend to open issues re finalizing lease and equipment loan documentation.
05/06/20	Chris Ceresa	0.90	Correspond with Company, A&M and K&E team re issues re executory-ness.
05/06/20	Dan Walbrun	0.30	Attend to open issues re finalizing lease and equipment loan documentation.
05/07/20	Spencer Caldwell-McMillan	1.50	Revise trade agreement (.5); revise settlement proposal (.9); correspond with Company re same (.1).
05/07/20	Heidi Hockberger	0.70	Draft materials re Uniti settlement releases.
05/07/20	Heidi Hockberger	0.50	Research re settlement.
05/07/20	Margaret Reiney	2.80	Review and revise IRU executory contract notice.
05/07/20	Tommy Scheffer	0.90	Correspond with K&E team re settlement assumption and assignment notice (.4); review and revise same (.3); correspond with K&E team re settlement agreement (.2).
05/07/20	Trudy Smith	0.60	Correspond with K&E team and A&M re executory contracts and rejection claims (.2); attend telephone conference with Company and A&M re channel partners (.4).
05/07/20	Dan Walbrun	1.00	Attend to open issues re finalizing lease and equipment loan documentation.
05/07/20	Brad Weiland	1.50	Review and analyze Uniti settlement agreement and related documents (.6); correspond and telephone conferences with team, Company re same (.5); prepare and revise materials re same (.4).
05/08/20	Leif Buschmann	4.40	Research and revise counter-party listing re executory contract assignment and assumption notice.
05/08/20	Stephen C. Hackney, P.C.	0.70	Telephone conference with R. Howell re 9019 motion.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/20	Margaret Reiney	1.00	Telephone conference with A&M and K&E team re executory contract treatment (.4); review and revise IRU executory contract treatment exhibit (.4); correspond with L. Buschmann re same (.2).
05/08/20	Tommy Scheffer	1.20	Correspond with K&E team re assumption and assignment notice (.5); analyze contracts re same (.7).
05/08/20	Al Stemp, P.C.	0.70	Telephone conference with H. Hockeberger re 9019 order and review related language.
05/08/20	Benjamin C. Vizvary	4.40	Review and revise IRU contract assumption and assignment notice.
05/08/20	Dan Walbrun	1.00	Attend to open issues re finalizing lease and equipment loan documentation.
05/08/20	Brad Weiland	0.60	Review and analyze Uniti contract and lease settlement materials including proposed order (.3); correspond with H. Hockberger re same (.3).
05/09/20	Margaret Reiney	0.70	Review and revise notice of IRU contract assumption.
05/09/20	Tommy Scheffer	1.20	Correspond with Company, KCC, K&E teams re IRU assumption and assignment notice (.8); review and revise same (.4).
05/10/20	Chris Ceresa	1.10	Review contracts for executory-ness (1.0); correspond with S. Caldwell-McMillan re same (.1).
05/11/20	Chris Ceresa	2.00	Review contracts for executory-ness (1.2); telephone conference with A&M and S. Caldwell-McMillan re same (.3); draft memorandum re same (.5).
05/11/20	Dan Walbrun	0.50	Attend to open issues re lease and equipment loan documentation.
05/12/20	Anthony Abate	0.60	Prepare assumption notice for filing and serve re same.
05/12/20	Margaret Reiney	0.20	Correspond with A&M re executory contract treatment.
05/12/20	Tommy Scheffer	1.90	Correspond with K&E team re settlement agreement, 9019 order (.8); correspond with K&E team re IRU contract assumption and assignment notice (1.1).
05/12/20	Trudy Smith	0.30	Telephone conference and correspond with H. Boyle re contract assumption (.1); correspond with Company re same (.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/20	Tommy Scheffer	1.00	Correspond with Company and K&E team re settlement agreement, assumption and assignment notice.
05/13/20	Brad Weiland	0.50	Correspond with K&E team re contract assumption and settlement items (.3); review and analyze same (.2).
05/14/20	Chris Ceresa	1.00	Revise motion to assume K as amended w Verizon (.7); correspond with K&E team re same (.1); correspond with Company re certain contracts re executory character (.2).
05/14/20	Tommy Scheffer	1.70	Correspond with Company and K&E team re IRU contract notice.
05/15/20	Spencer Caldwell-McMillan	0.20	Correspond with K&E team re contract issues.
05/15/20	Chris Ceresa	1.70	Review multiple contracts to determine whether executory (1.6); correspond with H. Hockberger re same (.1).
05/15/20	Heidi Hockberger	1.50	Correspond with K&E team and A&M re IRU notice (1.2); prepare same for filing (.3).
05/15/20	Carrie Therese Oppenheim	0.70	Finalize, file IRU assumption notice.
05/15/20	Francis Petrie	0.90	Telephone conference and correspond re executory contract assumption (.7); correspond with Company re contract rejection (.2).
05/15/20	Margaret Reiney	5.40	Telephone conference with K&E team re executory contract presentation (.4); review materials re same (.8); draft presentation re same (3.7); telephone conference with K&E team re discovery (.5).
05/15/20	Tommy Scheffer	2.00	Correspond with A&M, K&E teams re IRU contract notice (.7); review and revise same (.5); analyze data re same (.8).
05/18/20	Chris Ceresa	0.60	Correspond with A&M and K&E team including S. Caldwell-McMillan re certain executory contracts (.4); telephone conference with same re same (.2).
05/18/20	Heidi Hockberger	3.70	Review and analyze issues and inbound correspondence re assumption and assignment notice (3.1); correspond with K&E team and Company re same (.6).
05/18/20	Carrie Therese Oppenheim	0.40	Finalize, file supplemental IRU notice (.3); correspond with T. Smith re Georgia Power notice (.1).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Margaret Reiney	6.30	Review and revise supplemental IRU notice (1.1); correspond with K&E team, IRU contract counterparties re assumption and assignment (1.1); research re IRU contracts (3.0); review and revise IRU contract materials (1.1).
05/18/20	Tommy Scheffer	3.50	Correspond with K. Cunningham and K&E team re supplemental IRU notice (1.1); review and revise same (.6); correspond with Company and A&M, K&E teams re various IRU contract counterparty issues (1.8).
05/18/20	Trudy Smith	0.10	Correspond with Company re contract assumption.
05/19/20	Chris Ceresa	1.20	Review certain contracts for executory-ness (.5); correspond re same with S. Caldwell-McMillan (.1); telephone conferences with A&M and Company re issues related to rejection (.6).
05/19/20	Scott D. Price, P.C.	1.00	Discuss MIP and profits interests.
05/19/20	Margaret Reiney	2.30	Telephone conference with A&M and K&E re executory contracts (.3); telephone conference with S. Caldwell-McMillan and C. Ceresa re same (.1); telephone conference with K&E team, A&M, and Company re executory contract treatment (.4); review and revise IRU contract materials (.3); research re IRU contracts (.9); correspond with K&E team and A&M re same (.3).
05/19/20	Tommy Scheffer	2.90	Correspond with KCC, K&E teams re IRU contract notice (.9); analyze agreements re same (1.0); correspond with A&M, K&E teams re cure amounts (1.0).
05/19/20	Trudy Smith	0.30	Correspond with Company re contract assumption (.1); correspond with K&E and Fisher Boyle re same (.1); correspond with Gibson Dunn re stipulation (.1).
05/20/20	Spencer Caldwell-McMillan	0.20	Telephone conference with A&M re lease issues.
05/20/20	Margaret Reiney	1.60	Correspond with K&E teams and IRU counterparties re CenturyLink (.9); correspond with K&E team and IRU counterparties re assumption and assignment (.7).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Tommy Scheffer	2.30	Correspond with Covenant Health, Company and KCC, A&M, K&E teams re IRU contract notices (.9); correspond and telephone conferences with L. Schneider, various contract counterparties and K&E team re IRU contract assignments (1.4).
05/20/20	Trudy Smith	0.10	Correspond with Company re contract assumption.
05/21/20	Chris Ceresa	0.80	Review and analyze certain contracts (.3); correspond with A&M and K&E team including S. Caldwell-McMillan re same (.3); telephone conference with S. Caldwell-McMillan re same (.2).
05/21/20	Heidi Hockberger	1.90	Correspond with K&E team re Verizon motion (.2); telephone conference with K&E team re Uniti settlement value (.2); research and correspondence re Uniti settlement discovery matters (1.5).
05/21/20	Francis Petrie	0.30	Correspond with Company, K&E team re contract rejection procedures.
05/21/20	Margaret Reiney	2.20	Revise correspondence materials re IRU contracts (.4); review correspondence re contract assumption and assignment (.4); review UCC and unsecured indenture trustee letter to Corut (.3); review correspondence re IRU contract assumption and assignment (.8); correspond with K&E team re same (.3).
05/21/20	Tommy Scheffer	4.20	Correspond and telephone conferences with K. Higginbotham and A&M, K&E team re Hart EMC, IREIT Wilson Marketplace (.9); correspond and telephone conferences with various IRU contract counterparties, Company and A&M, K&E teams re IRU contract assignments (2.3); analyze contracts re same (1.0).
05/21/20	Trudy Smith	0.70	Correspond with Company re cure amount reconciliation (.2); telephone conference with Company and A&M re channel partner status (.5).
05/22/20	Chris Ceresa	1.00	Revise settlement motion (.5); correspond with Company and K&E team including H. Hockberger re same (.5).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Heidi Hockberger	1.40	Correspond with K&E team and Company re Verizon motion (.4); telephone conference with UCC and indenture trustees re Uniti settlement value (1.0).
05/22/20	Margaret Reiney	6.40	Telephone conference with IRU contract counterparties (.2); review documents re same (2.4); telephone conference with PW, W&C, MoFo, Ropes, and K&E re settlement presentation (1.6); review and revise settlement presentation (1.2); telephone conference with PW, Ropes, and K&E team re settlement conference (.3); correspond with IRU counterparties re assumption (.4); correspond with executory contract counterparties re assumption (.3).
05/22/20	Tommy Scheffer	2.70	Correspond and telephone conferences with various IRU contract counterparties, Company and A&M, K&E teams re IRU contract assignments (1.5); correspond and telephone conferences with D. Wheeler, N. Fenno, Company and FisherBroyles, A&M, K&E teams re IRU contract assignment notice (1.2).
05/22/20	Trudy Smith	0.40	Correspond with K&E team and Fisher Boyle re cure amount (.2); correspond with Company re contract assumption (.1); correspond with E. Flynn re same (.1).
05/22/20	Brad Weiland	0.70	Review and analyze executory contract item and potential assumption.
05/23/20	Chris Ceresa	0.50	Revise assume and assign motion (.3); correspond with H. Hockberger re same (.2).
05/23/20	Scott D. Price, P.C.	0.50	Discuss emergence MIP.
05/23/20	Margaret Reiney	1.70	Review and revise spreadsheet re IRU contracts (1.4); correspond with K&E team and Company re same (.3).
05/23/20	Tommy Scheffer	0.60	Correspond with L. Schneider, Company and CenturyLink, K&E team re IRU contract assignment.
05/24/20	Margaret Reiney	0.70	Correspond with K&E team re settlement documents (.4); research re same (.3).
05/25/20	Chris Ceresa	0.60	Telephone conference with Ropes & Gray and J. Luze re Verizon assumption (.5); correspond re same (.1).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/25/20	Margaret Reiney	1.80	Review IRU contract database (.4); correspond with IRU counterparties re assumption and assignment (.3); research re settlement materials (1.1).
05/25/20	Tommy Scheffer	0.90	Correspond with J. Retherford, Company and A&M, K&E teams re IRU contract assignments.
05/25/20	Brad Weiland	0.70	Correspond and telephone conference with K&E team re potential contract assumption items.
05/26/20	Chris Ceresa	0.30	Correspond with claimant, A&M, and S. Caldwell-McMillan re vendor settlements.
05/26/20	Heidi Hockberger	0.70	Correspond with K&E team, Company, and contract counterparties re contract assignment to Uniti.
05/26/20	Scott D. Price, P.C.	2.30	Review compensation proposal (1.0); discuss compensation proposal (1.3).
05/26/20	Margaret Reiney	2.20	Telephone conference with K&E team and Company re lease obligations (.1); review correspondence re IRU contract assumption (.6); correspond with K&E team and IRU counterparties re IRU contract assumption (.7); research re same (.8).
05/26/20	Tommy Scheffer	4.40	Correspond and telephone conferences with Company and A&M, K&E teams re objection to IRU contract assignment (.6); analyze same (.4); correspond with various IRU contract counterparties, Company and A&M, K&E teams re IRU contract assignments (2.1); analyze contracts re same (1.3).
05/26/20	Trudy Smith	1.70	Telephone conference with Fisher Boyle re contract assumption (.2); correspond with Fisher Boyle re update (.2); correspond with Company re assumption (.3); telephone conference with A&M re channel partner settlement (.3); revise settlement mark up (.5); correspond with A&M re same (.2).
05/26/20	Brad Weiland	1.20	Review and analyze potential contract assumption items (.5); correspond with K&E team re same (.2); review and analyze Uniti assignment items (.3); correspond with K&E team re same (.2).



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030905

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Chris Ceresa	1.20	Review executory contracts for limitations on damages (.8); correspond re sale with K&E team including N. Davanipour (.4).
05/27/20	Emily Flynn	0.20	Revise assumption notice and correspond with K&E team re same.
05/27/20	Heidi Hockberger	6.20	Correspond with K&E team, Company, and contract counterparties re contract assignment to Uniti (2.8); correspond with K&E team re Verizon and revise motion re same (3.4).
05/27/20	Scott D. Price, P.C.	3.80	Review MIP response (1.0); summarize MIP response (2.8).
05/27/20	Margaret Reiney	3.30	Review correspondence re IRU assumption and assignment (1.2); research re IRU contracts (.7); correspond with K&E team, Company, and A&M re same (.6); revise IRU contract materials (.8).
05/27/20	Tommy Scheffer	5.50	Correspond and telephone conferences with J. Retherford, L. Schneider, D. Wheeler, S. Maples and FisherBroyles, A&M, K&E teams re IRU contract assignments (3.2); analyze contracts re same (2.3).
05/27/20	Trudy Smith	0.70	Correspond with K&E team and Company re contract assumption (.5); correspond with Fisher Boyle re same (.2).
05/27/20	Brad Weiland	0.70	Correspond and telephone conferences with Company, K&E team re potential executory contracts assumption.
05/28/20	Anthony Abate	0.20	Prepare, file, and serve contract assumption notice.
05/28/20	Chris Ceresa	0.90	Telephone conferences with A&M and K&E team including N. Davanipour re rejection damages of executory contracts (.6); correspond with same re same (.2); correspond with H. Hockberger re issue related to cure exhibit (.1).
05/28/20	Heidi Hockberger	4.60	Correspond with K&E team, Company, and contract counterparties re contract assignment to Uniti (4.4); correspond with K&E team re Verizon (.2).
05/28/20	Scott D. Price, P.C.	2.80	Discuss incentive plan (1.3); prepare summary sheet (1.5).

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Executory Contracts and Unexpired Leases

Invoice Number: 1050030905  
 Matter Number: 24706-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Margaret Reiney	5.40	Research re IRU contract assumption (1.6); correspond with IRU counterparties, A&M, K&E team re contract assumption (2.3); review and revise IRU contract materials (.8); correspond with T. Scheffer and H. Hockberger re same (.7).
05/28/20	Tommy Scheffer	4.70	Correspond and telephone conferences with L. Schneider, M. Caskey, N. Fenno, Company and A&M, K&E teams re IRU contract assignments (2.3); analyze contracts re same (1.3); review and revise materials re same (.6); correspond with K&E team re materials re same (.5).
05/28/20	Trudy Smith	0.70	Correspond with A&M re settlement churn rate (.1); review excel data re same (.1); telephone conference with A&M re same (.3); telephone conference with Gibson Dunn re same (.2).
05/29/20	Heidi Hockberger	4.00	Correspond with K&E team, Company, and contract counterparties re contract assignment to Uniti (2.6); correspond with K&E team re Verizon and revise motion re same (1.4).
05/29/20	Hannah Kupsky	0.40	Prepare notice of assumption and assignment.
05/29/20	Margaret Reiney	5.30	Research re IRU contract assumption (.7); correspond with IRU counterparties, A&M, K&E team re contract assumption (2.3); review objections re same (.6); review and revise IRU contract materials (.9); correspond with T. Scheffer and H. Hockberger re same (.8).
05/29/20	Tommy Scheffer	5.20	Correspond and telephone conferences with various IRU contract counterparties, Company and A&M, K&E teams re IRU contract assignments.
05/29/20	Trudy Smith	0.20	Correspond with K&E team re contract assumption deadline (.1); correspond with Company re same (.1).
05/29/20	Benjamin C. Vizvary	1.70	Review and revise Uniti settlement objection tracker.
05/30/20	Margaret Reiney	0.40	Correspond with K&E team and IRU counterparties re notice of assignment.
05/30/20	Tommy Scheffer	0.80	Correspond with N. Fenno and K&E team re IRU contract assignment.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030905

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/20	Chris Ceresa	0.50	Draft notice of rejection of executory contract (.4); correspond with J. Luze re same (.1).
05/31/20	Tommy Scheffer	0.70	Correspond with N. Fenno, J. Rosell and K&E team re IRU contract assignment.
<b>Total</b>		<b>199.30</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030906**

**Client Matter: 24706-19**

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## In the Matter of Hearings

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 132,305.50

Total legal services rendered

\$ 132,305.50

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050030906  
 Matter Number: 24706-19

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Carolyn E. Brown	2.30	610.00	1,403.00
Adam Collins	4.00	375.00	1,500.00
Uzo Dike	10.10	415.00	4,191.50
Cassandra E. Fenton	11.10	835.00	9,268.50
Yates French	19.20	1,165.00	22,368.00
Susan D. Golden	4.50	1,175.00	5,287.50
Julia D. Harper	1.50	610.00	915.00
Stephen E. Hessler, P.C.	5.40	1,635.00	8,829.00
Heidi Hockberger	6.00	845.00	5,070.00
Richard U. S. Howell, P.C.	11.20	1,245.00	13,944.00
Marc Kieselstein, P.C.	9.90	1,635.00	16,186.50
John R. Luze	6.70	1,085.00	7,269.50
Francis Petrie	10.50	845.00	8,872.50
Margaret Reiney	3.50	610.00	2,135.00
Ravi Subramanian Shankar	5.30	1,075.00	5,697.50
Brad Weiland	14.40	1,345.00	19,368.00
<b>TOTALS</b>	<b>125.60</b>		<b>\$ 132,305.50</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050030906  
 Matter Number: 24706-19

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/05/20	Brad Weiland	0.90	Participate in court hearing preparation and testing.
05/07/20	Uzo Dike	7.10	Telephonically attend 9019 and BCA motion hearing before Judge Drain
05/07/20	Cassandra E. Fenton	9.40	Participate in hearing.
05/07/20	Yates French	10.70	Prepare for and attend 9019 hearing.
05/07/20	Susan D. Golden	4.50	Partial attendance at 9019 trial.
05/07/20	Stephen E. Hessler, P.C.	5.10	Telephone conference and correspond with K&E team re hearing (.6); attend hearing telephonically (3.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
05/07/20	Heidi Hockberger	3.00	Telephonically attend hearing re Uniti settlement and backstop commitment agreement.
05/07/20	Richard U. S. Howell, P.C.	8.50	Prepare for and attend hearing on 9019, backstop commitment agreement and disclosure statement motions.
05/07/20	Marc Kieselstein, P.C.	5.50	Monitor 9019 hearing (4.0); telephone conferences with K&E team re strategy (1.5).
05/07/20	John R. Luze	2.60	Telephonically attend BCA, settlement and disclosure statement hearing.
05/07/20	Francis Petrie	7.30	Telephonically attend hearing.
05/07/20	Margaret Reiney	3.50	Attend hearing re 9019 motion, BCA and disclosure statement.
05/07/20	Ravi Subramanian Shankar	3.40	Attend court hearing re Uniti settlement.
05/07/20	Brad Weiland	8.20	Prepare for and participate in telephonic/video hearing re Uniti settlement, plan rights offering backstop commitment.
05/08/20	Carolyn E. Brown	2.30	Attend 9019 motion rebuttal hearing.
05/08/20	Adam Collins	4.00	Attend 9019 and backstop hearing.
05/08/20	Uzo Dike	3.00	Telephonically attend conclusion of 9019 and BCA motion hearing before Judge Drain.
05/08/20	Cassandra E. Fenton	1.70	Participate in hearing.
05/08/20	Yates French	8.50	Prepare for and attend hearing.
05/08/20	Julia D. Harper	1.50	Attend 9019 motion hearing.

Legal Services for the Period Ending May 31, 2020  
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 Hearings

Invoice Number: 1050030906  
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/20	Heidi Hockberger	3.00	Telephonically attend hearing re Uniti settlement and backstop commitment agreement.
05/08/20	Richard U. S. Howell, P.C.	2.70	Prepare for and attend hearing re 9019 and backstop commitment agreement.
05/08/20	Marc Kieselstein, P.C.	4.40	Monitor hearing (3.0); telephone conferences re questions raised by court and draft of talking points re same (.7); consider compromise on backstop fees (.7).
05/08/20	John R. Luze	4.10	Telephonically attend and participate in BCA, settlement, and disclosure statement hearing.
05/08/20	Francis Petrie	3.20	Telephonically attend hearing.
05/08/20	Ravi Subramanian Shankar	1.90	Attend Uniti settlement hearing.
05/08/20	Brad Weiland	5.30	Prepare for and participate in contested hearing re settlement, backstop, disclosure statement.
05/23/20	Stephen E. Hessler, P.C.	0.30	Telephone conference and correspond with K&E team re hearing.
<b>Total</b>		<b>125.60</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030907**  
**Client Matter: 24706-22**

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## In the Matter of Plan/Disclosure Statement/Confirmation

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 735,146.00

Total legal services rendered

\$ 735,146.00



Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	4.70	340.00	1,598.00
Ryan Besaw	0.30	340.00	102.00
Carolyn E. Brown	28.20	610.00	17,202.00
Leif Buschmann	0.70	845.00	591.50
Chris Ceresa	1.40	610.00	854.00
Cassandra E. Fenton	26.00	835.00	21,710.00
Yates French	23.90	1,165.00	27,843.50
Pratik K. Ghosh	71.50	835.00	59,702.50
Susan D. Golden	3.40	1,175.00	3,995.00
Julia D. Harper	17.30	610.00	10,553.00
Stephen E. Hessler, P.C.	23.40	1,635.00	38,259.00
Heidi Hockberger	7.20	845.00	6,084.00
Richard U. S. Howell, P.C.	81.20	1,245.00	101,094.00
Marc Kieselstein, P.C.	29.40	1,635.00	48,069.00
Hannah Kupsky	1.00	340.00	340.00
John R. Luze	65.50	1,085.00	71,067.50
Michele Manzo	1.90	275.00	522.50
Tiffany T. Mason	2.60	740.00	1,924.00
Carrie Therese Oppenheim	30.90	445.00	13,750.50
Francis Petrie	155.40	845.00	131,313.00
Margaret Reiney	131.90	610.00	80,459.00
Tommy Scheffer	71.20	740.00	52,688.00
Ravi Subramanian Shankar	0.40	1,075.00	430.00
Steve Toth	2.00	1,295.00	2,590.00
Gary M. Vogt	2.50	445.00	1,112.50
Brad Weiland	30.70	1,345.00	41,291.50
<b>TOTALS</b>	<b>814.60</b>		<b>\$ 735,146.00</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050030907  
 Matter Number: 24706-22

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/20	Chris Ceresa	0.70	Telephone conferences with various claimants re inquiries re disclosure statement and plan (.3); correspond with claimants and A&M re same (.4).
05/01/20	Stephen E. Hessler, P.C.	3.70	Telephone conference with K&E team and PJT re exit financing (.5); telephone conference with K&E team, Company, PJT and A&M re weekly status update (1); telephone conference with K&E team and Company re timing update (.5); telephone conference with K&E team re status update (.2); telephone conference and correspond with K&E team and Company re next steps (1.5).
05/01/20	John R. Luze	3.30	Review and analyze confirmation and settlement issues (.8); correspond with K&E team and Company re same (.7); draft and revise plan, disclosure statement and disclosure statement order (.6); draft and revise settlement and BCA materials (.5); review and analyze solicitation issues (.4); correspond with K&E team and KCC re same (.3).
05/01/20	Carrie Therese Oppenheim	1.10	Telephone conference with J. Luze, F. Petrie, K&E team re solicitation and May 7 hearing work in process (.9); telephone conference with A. Gorman re noticing (.2).
05/01/20	Francis Petrie	5.50	Telephone conference with K&E team re confirmation work in progress and scheduling (.9); small group strategy telephone conference (.9); telephone conference with KCC re solicitation (.6); correspond with K&E, KCC teams re same (.7); review and revise disclosure statement order (.8); correspond re same (.5); telephone conference with Company re UCC proposal (.6); review and correspond re BCA objections (.5).

Legal Services for the Period Ending May 31, 2020

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/20	Margaret Reiney	12.50	Review solicitation materials (.3); review and revise confirmation organizational materials (.4); telephone conference with K&E team re confirmation (1.0); telephone conference with K&E team re plan, disclosure statement edits (.7); telephone conference with K&E team and KCC re noticing (.4); correspond with KCC re noticing requirements (.4); correspond with A&M re assumption and rejection schedules (.3); review and revise plan (1.7); review and revise disclosure statement (1.5); review disclosure statement objections (2.1); review BCA objections (.7); review and revise disclosure statement reply (2.4); correspond with K&E team re same (.6).
05/01/20	Tommy Scheffer	3.00	Correspond and telephone conferences with J. Demmy, Company and K&E team re plan, disclosure statement (1.7); analyze objections re same (1.3).
05/01/20	Brad Weiland	1.90	Prepare for and participate in telephone conference with Company re restructuring strategy, including timing (.8); follow up re same (.5); prepare and revise materials re same (.6).
05/02/20	Stephen E. Hessler, P.C.	1.80	Telephone conference with K&E team re work in process (1.0); telephone conference and correspond with K&E team re foreign ownership (.3); telephone conference and correspond with K&E team and Company re next steps (.5).
05/02/20	Marc Kieselstein, P.C.	1.00	Telephone conference with K&E team re 5/7-5/8 trial.
05/02/20	John R. Luze	0.30	Correspond with K&E team re plan confirmation issues.
05/02/20	Francis Petrie	3.70	Review and revise BCA reply (1.7); correspond with K&E team re same (.5); review materials re same (.9); draft correspondence re same (.6).
05/02/20	Margaret Reiney	3.60	Review and revise BCA reply (1.7); review and revise disclosure statement reply (.4); review and revise plan (.6); review and revise disclosure statement (.5); revise disclosure statement objection materials (.4).

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Matter Number:

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/20	Tommy Scheffer	1.20	Review and revise disclosure statement reply (.8); correspond with K&E team re same (.4).
05/02/20	Brad Weiland	0.70	Telephone conferences and correspondence re restructuring strategy and follow up re same with K&E team.
05/03/20	John R. Luze	1.50	Review and revise chapter 11 plan and disclosure statement (.9); conference and correspond with K&E team re same (.6).
05/03/20	Carrie Therese Oppenheim	0.70	Revise May 7 hearing agenda (.5); correspond with K&E team re courtesy copies and upcoming filings (.2).
05/03/20	Francis Petrie	5.10	Correspond re BCA response (.8); review materials re same (.9); correspond with K&E team re same (.6); review and revise disclosure statement reply (2.8).
05/03/20	Margaret Reiney	2.30	Review and revise BCA reply (1.1); research re same (1.2).
05/03/20	Tommy Scheffer	0.50	Correspond with Company, DWT, K&E teams re plan, disclosure statement.
05/04/20	Anthony Abate	0.40	Draft notices of filing re amended plan and disclosure statement.
05/04/20	Pratik K. Ghosh	6.10	Review and revise backstop motion reply (3.2); review and analyze objection to same (1.1); research and analyze case law re same (1.8).
05/04/20	John R. Luze	6.00	Draft and revise plan, disclosure statement and disclosure statement order (1.4); draft and revise BCA reply brief (2.4); correspond with K&E team re same (.4); review and analyze solicitation issues (.7); correspond with K&E team and KCC re same (.3); review and analyze disclosure statement reply (.8).
05/04/20	Michele Manzo	0.80	Cite check assumption reply (.3); research, distribute cited orders (.4); correspond with team re same (.1).
05/04/20	Carrie Therese Oppenheim	6.20	Revise May 7 hearing agenda (.9); correspond with K&E team re courtesy copies (.4); prepare courtesy copies of hearing binders (2.3); draft notices of filing amended plan and disclosure statement (.3); draft notice of filing revised disclosure statement order (.2); cite check disclosure statement reply (2.1).

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Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/20	Francis Petrie	13.70	Review and revise disclosure statement reply (3.7); correspond re revisions to disclosure statement (2.2); prepare for and participate in telephone conference with Lowenstein re objection (.5); review and revise disclosure statement, plan (2.4); review and revise BCA objection materials (2.7); correspond with K&E team, Company re comments to same (1.4); review and revise filing notices and materials (.8).
05/04/20	Margaret Reiney	5.60	Review and revise plan (2.1); review and revise disclosure statement (2.3); review and revise regulatory language re disclosure statement (.4); telephone conference with K&E team and disclosure statement objectors (.4); revise disclosure statement order (.4).
05/04/20	Tommy Scheffer	3.50	Correspond and telephone conferences with J. Demmy, PA DEP, Company and Lowenstein, DWT, K&E teams re plan, disclosure statement, objections re same (1.3); review and revise disclosure statement (.5); review and revise disclosure statement order (.7); correspond with K&E team re disclosure statement reply (.3); review and revise same (.7).
05/04/20	Brad Weiland	2.40	Review and analyze plan and disclosure statement, status of revisions re same (1.9); correspond and telephone conference with K&E team re same (.5).
05/05/20	Pratik K. Ghosh	6.20	Review and revise backstop motion reply (3.7); review and analyze objection to same (.8); research and analyze case law re same (1.7).
05/05/20	John R. Luze	6.30	Draft and revise plan and disclosure statement (1.3); draft and revise disclosure statement order (.6); draft and revise disclosure statement reply brief (1.3); draft and revise BCA reply brief (1.6); correspond with K&E team re documentation finalization and filing (1.1); correspond with K&E team and KCC re solicitation issues (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/20	Carrie Therese Oppenheim	4.40	Revise disclosure statement reply (.7); finalize, file same (.2); review, finalize BCA reply (.5); file same (.2); revise May 7 hearing agenda (.9); file same (.2); prepare courtesy copies of hearing materials (1.7).
05/05/20	Francis Petrie	15.30	Review and finalize reply briefs (3.7); correspond re revisions to disclosure statement (2.2); prepare for and participate in telephone conference with objecting parties re revised plan (2.5); review and revise disclosure statement, plan (2.8); correspond, review and revise BCA objection materials (1.1); correspond with K&E team, Company re comments to same (1.8); review and revise filing notices and materials (1.2).
05/05/20	Margaret Reiney	7.10	Review and revise plan (1.5); review and revise plan (1.8); review and revise disclosure statement order (2.9); review and revise BCA reply (.4); correspond with K&E team and PJT re same (.2); review and revise disclosure statement reply (.3).
05/05/20	Tommy Scheffer	4.60	Correspond and telephone conferences with J. Demmy, Company, Jenner, Lerman, RG, PW, DWT, K&E teams re plan, disclosure statement, disclosure statement order (1.5); correspond with Company, PJT, K&E teams re disclosure statement, BCA replies (1.1); analyze confirmation issues (1.1); correspond with K&E team re same (.9).
05/05/20	Brad Weiland	2.30	Review and revise plan, disclosure statement re changes for solicitation versions (.8); correspond and telephone conferences K&E team re same (.5); correspond with Company re same (.4); review and analyze disclosure statement materials (.6).
05/06/20	Ryan Besaw	0.30	Search, distribute confirmation trial transcript/stipulation precedent.
05/06/20	Marc Kieselstein, P.C.	2.50	Review motion in limine response (.6); telephone conference re allocation issues (1.9).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/20	John R. Luze	2.20	Review and revise plan, disclosure statement, and disclosure statement order (.6); conference and correspond with K&E team re same (.5); correspond with K&E team and prepare for settlement and disclosure statement hearing (1.1).
05/06/20	Carrie Therese Oppenheim	3.80	Draft amended May 7 hearing agenda (.3); prepare, finalize plan, disclosure statement, and disclosure statement order for filing (1.9); file same (.6); prepare supplemental courtesy binders (.3); arrange attorney telephonic appearances (.3); correspond with U. Dike re virtual hearing logistics and procedures (.3); telephone conference with A. Gorman re solicitation (.1).
05/06/20	Francis Petrie	10.10	Correspond with K&E team re revisions to disclosure statement (2.2); prepare for and participate in telephone conference with objecting parties re revised plan (1.5); review and revise disclosure statement, plan (2.3); correspond with K&E team, Company re comments to same (2.9); review and revise filing notices and materials (1.2).
05/06/20	Margaret Reiney	5.50	Draft and revise BCA talking points (2.1); draft and revise disclosure statement talking points (.8); review and revise plan (.3); review disclosure statement (.4); review disclosure statement order (.3); review and revise notices of filing plan related documents (.7); research precedent re plan supplement (.9).
05/06/20	Tommy Scheffer	2.60	Correspond and telephone conferences with T. Capeheart, N. Shapiro, J. Demmy, Company and K&E team re amended plan, disclosure statement, disclosure statement reply, BCA reply, talking points re same.
05/06/20	Brad Weiland	1.40	Revise and file amended plan and disclosure statement (1.1); correspond and telephone conferences with K&E team re same (.3).
05/07/20	John R. Luze	1.80	Review and analyze plan and disclosure statement issues (1.2); prepare for disclosure statement hearing (.6).
05/07/20	Tiffany T. Mason	2.60	Review contracts for assumption schedule.

Legal Services for the Period Ending May 31, 2020

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/07/20	Carrie Therese Oppenheim	0.90	Arrange telephonic participation re disclosure statement hearing (.4); assist with same (.4); telephone conference with A. Gorman re solicitation (.1).
05/07/20	Francis Petrie	6.60	Review materials re comparable BCA transactions (2.6); draft and revise materials re same (1.6); correspond with K&E team re same (.8); correspond with K&E, KCC teams re disclosure statement and notice provisions (1.3); review materials re same (.3).
05/07/20	Margaret Reiney	5.40	Research re BCA precedent (1.6); review and revise solicitation materials (2.3); research plan precedent (.4); review and revise plan (.7); review and revise disclosure statement order (.4).
05/07/20	Tommy Scheffer	3.00	Correspond with FisherBroyles, K&E team re plan (.3); review and revise same (.3); correspond with FisherBroyles, K&E team re solicitation notices (.2); review and revise same (.5); correspond with K&E team re ballots (.5); review and revise same (1.2).
05/07/20	Brad Weiland	0.90	Review and analyze plan and disclosure statement items and outstanding items re same.
05/08/20	Anthony Abate	0.50	Search for and distribute Judge Drain precedent confirmed prepackaged plans.
05/08/20	Heidi Hockberger	0.50	Correspond with K&E team re plan/disclosure statement status and next steps.
05/08/20	John R. Luze	1.70	Draft and revise plan, disclosure statement and disclosure statement order (1.3); conference and correspond with K&E team re same (.4).
05/08/20	Michele Manzo	0.30	Research, distribute precedent re confirmed chapter 11 plans.
05/08/20	Carrie Therese Oppenheim	3.30	Telephone conference with J. Luze, K&E team re work in process (.5); arrange telephonic participation re disclosure statement hearing (.4); assist with same (.6); telephone conference with A. Gorman re solicitation (.2); draft notice of filing redlines of solicitation versions of plan and disclosure statement (.7); draft notice of filing of amended BCA (.4); review precedent re same (.3); revise BCA order (.2).



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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/20	Francis Petrie	7.60	Telephone conference with K&E team re confirmation work in progress (.5); conference and correspond with A&M re contract assumption exhibit and related issues (.6); correspond with KCC team re solicitation mechanics (.9); correspond with K&E team re same (.5); review and revise plan, disclosure statement (2.8); review and revise BCA materials and correspond re same (2.3).
05/08/20	Margaret Reiney	5.30	Telephone conference with K&E team re confirmation timeline (.5); revise materials re same (.3); review and revise solicitation materials (2.9); correspond with KCC and K&E team re noticing requirements (.3); review and revise plan (.6); review and revise disclosure statement (.7).
05/08/20	Tommy Scheffer	9.30	Correspond with Katten, K&E teams re disclosure statement order (.9); review and revise same (.5); correspond and telephone conferences with K&E team re confirmation items (1.1); correspond and telephone conferences re ballots (.7); review and revise same (1.9); review and revise plan (.9); correspond with SEC, Company, RG, PW, MoFo, K&E teams re same (1.0); review and revise disclosure statement (1.0); correspond with SEC, Company, RG, PW, MoFo, K&E teams re same (1.3).
05/08/20	Brad Weiland	1.40	Review and analyze disclosure statement and plan (.7); correspond and telephone conferences re changes to same with team (.5); follow up re same (.2).
05/09/20	Richard U. S. Howell, P.C.	1.20	Review materials to develop litigation strategy for confirmation hearing.
05/09/20	John R. Luze	0.90	Draft and revise disclosure statement order (.6); correspond with K&E team re same (.3).
05/09/20	Francis Petrie	3.60	Review and revise plan, disclosure statement and related materials re hearing revisions (1.9); correspond with K&E team re same (.5); review materials and revise form of BCA order (1.2).
05/09/20	Margaret Reiney	2.30	Review and revise disclosure statement order (1.2); review and revise solicitation materials (1.1).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/20	Tommy Scheffer	1.20	Correspond with SEC, Company, MoFo, SS, RG, PW, K&E teams re disclosure statement order (.7); review and revise same (.5).
05/09/20	Brad Weiland	0.90	Review and analyze restructuring strategy materials (.4); review and analyze draft disclosure statement order (.2); correspond re next steps re same with team (.3).
05/10/20	Stephen E. Hessler, P.C.	0.80	Telephone conference and correspond with K&E team and Company re pre-emergence (.5); telephone conference and correspond with K&E team re next steps (.3).
05/10/20	John R. Luze	0.30	Review and revise documents and orders for submission.
05/10/20	Francis Petrie	2.80	Correspond with K&E team re finalizing BCA and disclosure statement orders (.7); review and revise documents re same (.5); correspond with chambers, K&E team re same (.4); correspond with KCC team re solicitation documents (1.2).
05/10/20	Margaret Reiney	2.10	Review and revise solicitation materials.
05/10/20	Tommy Scheffer	0.80	Correspond with K&E team re ballots.
05/11/20	Anthony Abate	1.00	Search for and distribute SDNY precedent confirmation briefs (.3); draft template re same (.7).
05/11/20	Cassandra E. Fenton	0.90	Analyze confirmation schedule (.5); draft discovery responses (.4).
05/11/20	Pratik K. Ghosh	3.70	Draft confirmation scheduling order (3.0); review and analyze filings relevant to same (.5); conference with K&E team re same (.2).
05/11/20	Susan D. Golden	0.70	Correspond with M. Miller and D. Li re confirmation hearing date (.1); telephone conference with D. Li re same (.3); follow-up with J. Luze (.3).
05/11/20	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team and Company re finalizing orders (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).

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Invoice Number: 1050030907  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/20	Richard U. S. Howell, P.C.	6.00	Telephone conferences re open litigation issues in advance of confirmation (1.6); prepare and review correspondence re same (1.3); review and provide comments to filing materials (.7); review research re confirmation issues (.5); review materials re open claims litigation issues (.9); prepare materials re confirmation discovery and scheduling issues (1.0).
05/11/20	Marc Kieselstein, P.C.	1.50	Consider various allocation arguments.
05/11/20	Hannah Kupsky	1.00	Prepare shells of exclusivity motions and confirmation declarations.
05/11/20	John R. Luze	1.90	Review and analyze plan, disclosure statement and disclosure statement order issues (1.1); finalize same for submission for chambers (.8).
05/11/20	Carrie Therese Oppenheim	0.50	Review precedent re confirmation brief and supporting declarations (.3); revise confirmation declarations (.2).
05/11/20	Francis Petrie	5.20	Telephone conference with Company re final forms of orders (.5); correspond and conference with KCC team re solicitation documents and procedures (1.8); correspond with objectors re disclosure statement order (.7); review solicitation versions of plan and disclosure statement (2.2).
05/11/20	Margaret Reiney	4.70	Review and revise plan (.8); correspond with K&E team re same (.4); draft and revise fourth exclusivity motion (1.4); review and revise confirmation brief (1.9); review and revise confirmation work in progress materials (.2).
05/11/20	Tommy Scheffer	2.60	Correspond with SEC, Company and K&E team re plan, disclosure statement (1.5); review and revise same (1.1).
05/11/20	Brad Weiland	2.20	Correspondence and telephone conferences re disclosure statement order and confirmation schedule with Company, K&E team (.8); review and revise materials re same (.9); correspond and telephone conference re follow up and next steps re same (.3); review and analyze restructuring strategy (.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/20	Cassandra E. Fenton	1.80	Prepare for and participate in telephone conference re confirmation hearing (1.0); analyze confirmation hearing schedule (.8).
05/12/20	Pratik K. Ghosh	3.20	Review and revise confirmation scheduling order (2.5); review and analyze filings relevant to same (.5); conference with K&E team re same (.2).
05/12/20	Pratik K. Ghosh	0.80	Conference with R. Howell, Y. French and C. Fenton re confirmation hearing preparation (.7); review notes and correspondence and prepare for same (.1).
05/12/20	Susan D. Golden	1.20	Telephone conferences and correspond with B. Weiland and J. Luze re disclosure statement order (.6); review MoFo correspondence to Judge Drain (.2); telephone conference with D. Li re disclosure statement hearing dates (.4).
05/12/20	Stephen E. Hessler, P.C.	2.00	Telephone conference with K&E team re status update (.5); telephone conference with K&E team and Company re strategy discussion (.5); telephone conference and correspond with K&E team and Company re next steps (1).
05/12/20	Richard U. S. Howell, P.C.	3.90	Review recently filed docket materials and correspondence (.6); prepare and review correspondence re open confirmation discovery, scheduling and litigation issues (1.0); telephone conferences re open discovery and litigation strategy issues (.8); review materials re potential confirmation litigation issues (1.5).
05/12/20	Marc Kieselstein, P.C.	1.80	Focus on allocation discovery issues and intercompany claim analysis.
05/12/20	John R. Luze	2.60	Review and revise plan, disclosure statement and disclosure statement order for submission to chambers (1.1); correspond with parties in interest re confirmation timeline (.6); conference and correspond with K&E team re confirmation strategy and discovery issues (.9).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/20	Francis Petrie	6.10	Telephone conference with Company, K&E team re confirmation strategy (.7); review solicitation versions of plan and disclosure statement (1.6); revise same (1.8); correspond with objectors re same (.8); review correspondence re committee issues (.6); correspond with K&E team re same (.6).
05/12/20	Margaret Reiney	6.00	Review and revise plan (.7); review and revise disclosure statement (.5); revise and revise solicitation materials (1.7); telephone conference with T. Combs re plan treatment (.1); review precedent re same (.3); review and revise disclosure statement order (1.0); correspond with KCC and A&M re confirmation timeline (.6); review and revise confirmation brief (1.1).
05/12/20	Tommy Scheffer	4.80	Correspond and telephone conferences with Company, PJT, K&E teams re confirmation items (.9); correspond with K&E team re plan, disclosure statement, disclosure statement order (.4); review and revise disclosure statement order (.4); correspond with K&E team re ballots (.4); review and revise same (1.9); correspond and telephone conferences with T. Combs and K&E team re plan treatment of litigation claims (.8).
05/12/20	Brad Weiland	1.20	Review and analyze plan, disclosure statement and timing re confirmation (.4); telephone conference re restructuring strategy with Company, K&E team (.6); correspondence re plan and plan supplement with K&E team, Company (.2).
05/13/20	Carolyn E. Brown	6.10	Research and analyze case law re litigation issues (4.3); attend telephone conference with K&E teams re plan confirmation discovery (.8); draft summary of meeting notes (1.0).
05/13/20	Leif Buschmann	0.70	Revise plan supplement for deal specific confirmation points (.5); correspond with M. Reiney on process re plan supplement (.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

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05/13/20	Richard U. S. Howell, P.C.	4.90	Prepare and review correspondence and other materials re confirmation discovery requests (.8); telephone conference re same (.5); review materials in preparation for confirmation discovery and litigation (3.0); telephone conferences re confirmation hearing strategy (.6).
05/13/20	Marc Kieselstein, P.C.	2.00	Review plan, allocation discovery requests and issues related to unencumbered assets.
05/13/20	John R. Luze	1.90	Review and analyze confirmation and discovery issues (1.3); correspond with K&E team re same (.6).
05/13/20	Carrie Therese Oppenheim	0.40	Revise notice of filing of redlines re plan and disclosure statement (.2); correspond with K&E team re same (.2).
05/13/20	Francis Petrie	5.40	Telephone conference with PJT re exit financing (1.1); telephone conference with PJT and A&M re allocation and settlement issues (1.0); telephone conference with objecting parties re confirmation discovery, allocation (1.3); review materials re same (.8); draft materials re same (1.2).
05/13/20	Margaret Reiney	1.40	Review and revise plan supplement exhibits (.7); correspond with K&E team and A&M re same (.2); revise confirmation timeline materials (.2); correspond with A&M re same (.3).
05/13/20	Tommy Scheffer	1.10	Correspond and telephone conferences with K&E team re confirmation items.
05/13/20	Brad Weiland	1.40	Review and analyze plan and disclosure statement (.5); review and analyze timing re confirmation and strategy re same (.4); correspond with K&E team re same (.5).
05/13/20	Brad Weiland	0.80	Correspond and telephone conferences with K&E team re confirmation litigation and next steps.
05/14/20	Carolyn E. Brown	7.10	Prepare for and attend confirmation discovery telephone conference with K&E team (.4); draft and revise initial responses to Committee's and Trustees' requests for production (3.8); prepare for and attend telephone conference re same (.7); draft summary of Debtors' position re discovery (2.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

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05/14/20	Cassandra E. Fenton	3.10	Participate in telephone conferences re confirmation hearing and discovery requests (2.0); analyze discovery requests (1.1).
05/14/20	Pratik K. Ghosh	3.90	Review and revise confirmation discovery schedule (3.2); review and analyze filings relevant to same (.5); conference with H. Hockberger and C. Fenton re same (.2).
05/14/20	Susan D. Golden	1.00	Review correspondence from Judge Drain re revised disclosure statement order (.1); review and confirm dates in revised order (.2); telephone conferences with J. Luze and correspond with F. Petrie re same (.4); telephone conferences with D. Li re same (.3).
05/14/20	Stephen E. Hessler, P.C.	2.10	Telephone conference and correspond with K&E team re settlement offers (.5); telephone conference and correspond with Company re status update (.6); telephone conference and correspond with K&E team and Company re next steps (1.0).
05/14/20	Richard U. S. Howell, P.C.	3.60	Telephone conferences re discovery and litigation strategy issues in advance of confirmation hearing (1.2); prepare and review correspondence and other materials re same (2.4).
05/14/20	Marc Kieselstein, P.C.	1.70	Consider output of meet and conference re plan discovery and allocation issues.
05/14/20	John R. Luze	2.30	Review and analyze confirmation issues (1.3); conference and correspond with K&E team and Company re same (.4); correspond with A&M and PJT re same (.3); review and analyze liquidity issues (.3).
05/14/20	Carrie Therese Oppenheim	2.70	Prepare solicitation versions of plan and disclosure statement (.9); finalize, file same (.4); revise notice of filing redlines (.3); file same (.2); participate in telephone conference with K&E team re plan confirmation (.7); correspond with M. Reiney re solicitation packages (.2).

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050030907  
 Matter Number: 24706-22

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05/14/20	Francis Petrie	5.60	Review and revise solicitation version of plan and disclosure statement (1.8); correspond with K&E team re same (1.1); telephone conference with K&E team re confirmation/settlement process (.7); telephone conference with Paul Weiss re settlement proceeds (.5); review materials re same (.6); telephone conferences with MoFo, W&C re confirmation discovery schedule (.9).
05/14/20	Margaret Reiney	6.20	Telephone conference with K&E team re confirmation (.8); revise solicitation materials (2.2); review and revise disclosure statement order (.6); review and revise disclosure statement (.4); review and revise plan (.4); correspond with KCC re solicitation (.9); revise confirmation timeline materials (.4); correspond with A&M re same (.3); correspond with K&E team re IRS updates re confirmation (.2).
05/14/20	Tommy Scheffer	2.20	Correspond and telephone conferences with shareholder and FisherBroyles, K&E teams re confirmation items, plan, disclosure statement order.
05/14/20	Brad Weiland	0.90	Review and analyze materials re restructuring strategy (.3); correspond with Company, K&E team re same (.3); telephone conference with K&E team re same (.3).
05/15/20	Cassandra E. Fenton	3.50	Participate in telephone conference re confirmation hearing discovery (.5); draft and revise correspondence re discovery meeting (1.8); analyze and manage discovery collection (1.2).
05/15/20	Pratik K. Ghosh	3.90	Review and revise confirmation discovery schedule (3.2); review and analyze filings relevant to same (.5); conference with H. Hockberger and C. Fenton re same (.2).



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

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05/15/20	Stephen E. Hessler, P.C.	3.30	Telephone conference with K&E team, Company, PJT and A&M re status update (1.0); telephone conference and correspond with K&E team re pre-emergence liquidity (.8); telephone conference with Ropes Gray, Paul Weiss, Evercore and K&E team re same (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
05/15/20	Heidi Hockberger	6.50	Revise presentation re settlement proceeds and confirmation objections (1.3); review and analyze materials re same (2.0); correspond with K&E team re same (3.2).
05/15/20	Richard U. S. Howell, P.C.	4.30	Review materials in preparation for confirmation hearing (1.8); prepare and review correspondence re open discovery and litigation strategy issues for confirmation (.9); review materials re open claims resolution issues (.5); telephone conference re open discovery issues (.4); review draft materials and provide comments to same (.7).
05/15/20	Marc Kieselstein, P.C.	1.20	Telephone conferences re allocation issues.
05/15/20	John R. Luze	4.60	Review and analyze confirmation issues (1.3); correspond with K&E team re allocation presentation (.5); review and analyze issues re same (.4); review and analyze discovery and timing issues (.8); conference and correspond with K&E team re same (.6); review and analyze emergence issues (.6); correspond with PJT and A&M re same (.4).
05/15/20	Francis Petrie	6.20	Telephone conference with K&E team re allocation issues (.5); telephone conference with Company, A&M, PJT teams re confirmation strategy (.9); telephone conference with Company re emergence status (.5); review and revise materials re same (2.4); telephone conference with A&M re asset value (.6); telephone conference re liquidity (.7); review materials re plan supplement filing (.4); correspond with K&E team re same (.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

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05/15/20	Margaret Reiney	1.70	Correspond with third parties re plan treatment (.3); review and revise plan supplement materials (.3); correspond with F. Petrie re same (.2); draft notice of publication (.3); draft notice of affidavit of publication (.4); correspond with F. Petrie re same (.2).
05/15/20	Tommy Scheffer	2.50	Correspond and telephone conferences with FisherBroyles, K&E teams re plan, disclosure statement (.9); review and revise exclusivity motion (1.2); correspond with K&E team re same (.4).
05/15/20	Brad Weiland	1.20	Prepare for and participate in telephone conference re restructuring strategy and next steps with K&E team, Company (.7); follow-up re same with K&E team (.5).
05/16/20	Richard U. S. Howell, P.C.	2.80	Telephone conferences re open issues for confirmation hearing (1.5); prepare and review correspondence re same (.8); review draft materials re same (.5).
05/16/20	John R. Luze	2.10	Review and analyze allocation presentation (1.1); conference and correspond with K&E team re same (.4); conference and correspond with K&E team re confirmation and discovery issues (.6).
05/16/20	Francis Petrie	4.30	Telephone conference with K&E team re allocation issues (.7); revise disclosure statement exhibits and Notice (.8); telephone conferences with KCC re same (.6); review and revise materials re allocation issues (2.2).
05/16/20	Margaret Reiney	1.50	Review and revise notice re solicitation version of disclosure statement (.6); review and revise presentation re allocation (.9).
05/16/20	Brad Weiland	1.70	Review and analyze confirmation litigation and discovery items (.7); correspond with K&E team re same (.3); telephone conference with K&E team re same (.7).
05/17/20	John R. Luze	0.50	Review and analyze confirmation issues.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Cassandra E. Fenton	7.50	Participate in telephone conference with advisor re confirmation hearing (.5); participate in telephone conference re discovery requests (.5); analyze and revise correspondence re discovery meet and conference (3.2); analyze and draft discovery responses and objections (2.4); analyze and manage document collection and review (.9).
05/18/20	Yates French	6.20	Coordinate production of documents in advance of confirmation hearing (3.0); draft discovery correspondence re confirmation hearing (1.3); attend telephone conference with witness re diminution analysis (1.9).
05/18/20	Pratik K. Ghosh	4.40	Research and analyze case law re adequate protection issues (3.9); summarize analysis and correspond with Y. French and R. Howell re same (.5).
05/18/20	Susan D. Golden	0.50	Coordinate publication of confirmation notice (.3); review drafts, correspond with A. Levin, J. Luze, and F. Petrie re same (.2).
05/18/20	Julia D. Harper	0.50	Research on plan confirmation.
05/18/20	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K&E team and Company re NOL (1); telephone conference with K&E team re next steps (.5).
05/18/20	Richard U. S. Howell, P.C.	4.40	Review and provide comments to draft discovery correspondence (.6); telephone conferences to discuss open discovery issues (.5); review draft presentation materials (.4); telephone conference to discuss open confirmation issues (.8); review materials in preparation for confirmation (2.1).
05/18/20	Marc Kieselstein, P.C.	2.50	Consider various issues re liquidation analysis and unencumbered assets.
05/18/20	John R. Luze	4.70	Draft and revise presentation to UCC and indenture trustees re confirmation issues (3.2); conference and correspond with K&E team re same (.7); review and analyze issues re same (.8).
05/18/20	Carrie Therese Oppenheim	0.20	Correspond with K&E team re solicitation version of disclosure statement.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

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05/18/20	Francis Petrie	6.10	Correspond with K&E team re publication notice (1.4); review and revise motion to extend exclusivity (.8); review and revise plan supplement materials (1.2); correspond re allocation presentation (2.0); correspond with KCC team re solicitation procedures (.7).
05/18/20	Margaret Reiney	3.90	Review allocation presentation (.2); review and revise publication notice (.3); review voting amount sheet (.2); review and revise confirmation brief (3.2).
05/18/20	Gary M. Vogt	1.50	Research, compile requested precedent re diminution in value claims.
05/18/20	Brad Weiland	1.50	Review and analyze plan and confirmation items (.7); correspond and telephone conference with K&E team, Company re same (.8).
05/19/20	Carolyn E. Brown	4.30	Research and analyze case law re plan confirmation issues (.4); research and analyze case law re same (1.0); review and analyze documents re plan support agreement and plan confirmation (1.2); review and analyze Rules of Bankruptcy Procedure re plan objections and confirmation (1.1); research and analyze case law re applicability of FRCP 26 to plan confirmation hearings (.6).
05/19/20	Pratik K. Ghosh	4.40	Research and analyze case law and rules re adequate protection liens (3.9); conference with J. Harper re same (.1); summarize and correspond with Y. French re same (.4).
05/19/20	Pratik K. Ghosh	2.50	Review and analyze documents responsive to UCC's discovery requests.
05/19/20	Julia D. Harper	3.90	Review documents for plan confirmation.
05/19/20	Stephen E. Hessler, P.C.	2.00	Telephone conference and correspond with K&E team re UCC presentation (1.0); review and provide comments to same (.5); telephone conference and correspond with K&E team and Company re status update and next steps (.5).
05/19/20	Heidi Hockberger	0.20	Telephone conference with K&E team re liquidity matters.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

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05/19/20	Richard U. S. Howell, P.C.	5.20	Review and provide comments to multiple draft presentation materials (1.5); prepare and review correspondence re same (.7); telephone conferences to discuss open confirmation discovery issues (.6); prepare and review correspondence re same (.5); review materials re open claims litigation and resolution issues (.7); prepare materials in advance of confirmation hearing (1.2).
05/19/20	Marc Kieselstein, P.C.	2.00	Review and revise presentation to UCC/ Indenture trustee advisors re allocation and unencumbered assets.
05/19/20	John R. Luze	2.10	Review and revise committee and indenture trustee presentation (1.4); conference and correspond with K&E team and Company re same (.7).
05/19/20	Francis Petrie	7.50	Revise allocation presentation (1.7); correspond with K&E, creditor teams re edits to same (2.2); correspond with K&E team re confirmation brief (1.2); correspond with A&M team re plan supplement status (.6); correspond with Company re materials re same (.5); telephone conference with PJT team re liquidity and emergence (1.3).
05/19/20	Margaret Reiney	3.70	Correspond with KCC and K&E team re noticing (.3); review BCA re regulatory requirements (.7); correspond with K&E team re same (.3); review and revise confirmation brief (2.4).
05/19/20	Margaret Reiney	1.80	Review and revise UCC presentation (1.5); correspond with K&E team re same (.3).
05/19/20	Tommy Scheffer	2.30	Correspond with K&E team re PA DEP, Element Fleet comments (.8); review and revise same (1.5).
05/19/20	Steve Toth	0.70	Analyze structure slides and discuss with N. Warther (.4); prepare related attorney notes (.3).
05/19/20	Brad Weiland	1.00	Review and analyze open items re plan, restructuring strategy (.7); telephone conference re same with J. Luze (.3).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Yates French	6.50	Prepare for and attend meet and conference (1.0); review documents for production (2.0); attend witness prep telephone conference (1.0); research re adequate protection (1.0); coordinate discovery efforts for plan confirmation (1.5).
05/20/20	Pratik K. Ghosh	4.40	Research and analyze case law and rules re adequate protection liens (3.9); conference with J. Harper re same (.1); summarize and correspond with Y. French re same (.4).
05/20/20	Pratik K. Ghosh	2.50	Review and analyze documents responsive to UCC's discovery requests.
05/20/20	Julia D. Harper	3.90	Review documents for plan confirmation.
05/20/20	Richard U. S. Howell, P.C.	8.40	Review materials in preparation for confirmation hearing (2.2); prepare and review correspondence re open litigation and discovery issues in advance of confirmation hearing (3.0); review and provide comments to draft presentation materials (.9); review and revise materials re presentation to committee of unsecured creditors (1.0); review legal research re same (1.3).
05/20/20	Marc Kieselstein, P.C.	2.50	Review UCC presentation (1.1); telephone conferences re best interests and absolute priority (1.4).
05/20/20	John R. Luze	2.90	Review and revise committee and indenture trustee presentation (.8); conference and correspond with K&E team, PW and Ropes re same (.7); conference and correspond with K&E team re confirmation discovery issues (.8); review and analyze issues re same (.6).
05/20/20	Francis Petrie	6.70	Review and revise materials re allocation (2.7); correspond with parties, K&E team re same (2.8); telephone conferences with K&E team, A&M, Company re same (1.2).
05/20/20	Margaret Reiney	6.10	Review and revise confirmation brief (4.6); correspond with K&E team and contract assumption and rejection (.4); correspond with KCC re noticing (.7); review and revise confirmation timeline materials (.4).
05/20/20	Tommy Scheffer	1.90	Correspond with K&E team re treatment of CDS claims under plan (.5); analyze credit agreement re same (.7); research re same (.7).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

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05/20/20	Steve Toth	1.30	Prepare information for slide deck re structure implementation (1.1); prepare related correspondence (.2).
05/21/20	Carolyn E. Brown	7.80	Review and analyze case law re diminution valuation (6.8); review and analyze documents re plan support agreement and plan confirmation (1.0).
05/21/20	Yates French	6.20	Draft response letter to court re confirmation discovery (1.5); coordinate production of documents (3.5); prepare for and attend telephone conference with witnesses re hearing testimony (1.2).
05/21/20	Pratik K. Ghosh	2.50	Review and analyze documents responsive to UCC's discovery requests.
05/21/20	Richard U. S. Howell, P.C.	6.50	Telephone conferences re open litigation and settlement issues re confirmation hearing (2.3); prepare and review correspondence and other materials re same (3.1); review draft presentation materials and provide comments to same (.8); review draft discovery correspondence (.3).
05/21/20	Marc Kieselstein, P.C.	4.00	Review proposed changes from 1Ls and Elliott to UCC presentation (.5); consider diminution analysis (1.5); telephone conferences re 5/22 presentation, open discovery issues (1.0); review letter to court from UCC/indenture trustee and consider response (1.0).
05/21/20	John R. Luze	2.90	Conference and correspond with PW, Ropes and K&E team re committee and indenture trustee presentation (1.3); draft and revise same (1.1); correspond with MoFo and W&C re same (.3); correspond with K&E team re same (.2).
05/21/20	Carrie Therese Oppenheim	3.30	Telephone conference with K&E team re confirmation work in process (.6); research precedent re confirmation declarations (.6); draft N. Leone declaration (.8); draft N. Grossi declaration (1.3).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

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05/21/20	Francis Petrie	5.60	Telephone conference with K&E team re emergence workstreams (.5); correspond re confirmation declarations (.5); review materials re same (.3); conference and correspond with K&E, PJT teams re settlement proceeds (.7); telephone conference with RSA parties re settlement proceeds (.9); review and revise response letter to Trustee statement (1.2); correspond with H. Hockberger, Y. French re same (.8); review materials re same (.7).
05/21/20	Margaret Reiney	6.10	Telephone conference with K&E team re confirmation materials (.5); review and revise confirmation brief (4.1); review precedent re same (1.5).
05/21/20	Tommy Scheffer	2.00	Correspond and telephone conferences with PA DEP, K. Newman, P. Muthig and K&E team re plan (.8); correspond and telephone conferences with RG, PW, PJT, K&E teams re confirmation items (1.2).
05/21/20	Gary M. Vogt	1.00	Research, compile additional requested precedent re diminution in value claims.
05/22/20	Anthony Abate	1.50	Search for and distribute Sears bankruptcy precedent transcripts and pleadings re confirmation (.7); draft template confirmation order (.8).
05/22/20	Carolyn E. Brown	2.90	Review and analyze documents re plan support agreement and plan confirmation (2.3); review case law and draft summary re diminution valuation (.6).
05/22/20	Pratik K. Ghosh	2.50	Review and analyze documents responsive to UCC's discovery requests.
05/22/20	Julia D. Harper	1.80	Review documents for plan confirmation.
05/22/20	Stephen E. Hessler, P.C.	3.70	Telephone conference with K&E team, Company, PJT and A&M re small group strategy call (1.0); telephone conference with K&E team and Company re presentation to UCC and indenture trustees (.7); attend presentation to UCC and indenture trustees telephonically (1.0); telephone conference and correspond with K&E team and Company re next steps (1.0).



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Richard U. S. Howell, P.C.	6.70	Prepare for and attend telephone conference to discuss potential resolution of confirmation objections (3.0); review and revise materials re same (1.3); review and revise materials re claims objections and resolutions (.8); prepare and review correspondence re open litigation and discovery issues (1.6).
05/22/20	Marc Kieselstein, P.C.	4.00	Telephone conference with UCC and indenture trustee counsel and plan sponsors re Uniti allocation and related plan issues (1.8); telephone conferences before and after (1.0); consider cramdown issues (1.2).
05/22/20	John R. Luze	4.60	Conference with MoFo, W&C, K&E team, PW, and Ropes re plan and confirmation issues presentation (1.5); conference and correspond with K&E team re same (.8); review and analyze issues re same (.6); review and analyze confirmation discovery issues (.7); correspond with K&E team re same (.4); review and analyze plan supplement issues (.6).
05/22/20	Carrie Therese Oppenheim	1.20	Review precedent re plan supplement filings (.4); draft notice of filing plan supplement (.8).
05/22/20	Francis Petrie	6.10	Telephone conference with PJT, A&M, Company re emergence strategy (.8); telephone conference with the UCC and Trustees re allocation and settlement proceeds (1.2); preparation telephone conferences with RSA parties re same (1.3); telephone conference with K&E team re same (.6) review and revise materials and correspondence re same (2.2).
05/22/20	Margaret Reiney	4.10	Telephone conference with PA DEP confirmation language (.1); review language re same (.2); review and revise Leone declaration ISO confirmation (.7); review and revise Grossi declaration ISO of confirmation (.2); review and revise confirmation brief (.7); research re adequate protection precedent (2.2).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Tommy Scheffer	2.40	Correspond and telephone conferences with PA DEP and K&E team re plan (.3); correspond and telephone conferences with RG, PW, PJT, A&M, K&E teams re allocation issues (.4); research re same (.5); correspond with K&E team re confirmation order (.4); analyze precedent re same (.5); analyze letters to the Court (.3).
05/22/20	Brad Weiland	0.80	Correspondence and telephone conference re restructuring strategy with working group, Company.
05/23/20	Pratik K. Ghosh	2.50	Review and analyze documents responsive to UCC's discovery requests.
05/23/20	Julia D. Harper	1.20	Review documents for plan confirmation.
05/23/20	John R. Luze	0.30	Correspond with K&E team re confirmation discovery issues.
05/23/20	Margaret Reiney	3.90	Review and revise confirmation brief (3.7); correspond with K&E team re same (.2).
05/23/20	Ravi Subramanian Shankar	0.40	Conference with Y. French re creditors' confirmation objections (.2); review and analyze materials re same (.2).
05/23/20	Brad Weiland	0.50	Telephone conference re plan items with PJT.
05/24/20	John R. Luze	1.00	Review and analyze confirmation issues.
05/24/20	Margaret Reiney	1.40	Review and revise confirmation brief.
05/24/20	Tommy Scheffer	0.60	Correspond with K&E team re confirmation items (.3); analyze materials re same (.3).
05/25/20	Pratik K. Ghosh	2.50	Conference with K&E team re T. Thomas document review protocol (.2); review and analyze T. Thomas documents in preparation for production to UCC (2.3).
05/25/20	John R. Luze	0.80	Correspond with K&E team re confirmation issues.
05/25/20	Margaret Reiney	3.10	Revise declaration ISO confirmation (2.4); review and revise confirmation brief (.7).
05/25/20	Tommy Scheffer	1.10	Correspond with K&E team re confirmation brief (.5); review and revise same (.6).
05/26/20	Pratik K. Ghosh	3.50	Review and analyze T. Thomas documents in preparation for production to UCC (3.4); review correspondence re document review protocol (.1).
05/26/20	Julia D. Harper	2.90	Review documents for plan confirmation.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Richard U. S. Howell, P.C.	2.30	Prepare and review correspondence re open confirmation issues (1.3); review legal research in preparation for confirmation (1.0).
05/26/20	Marc Kieselstein, P.C.	1.20	Consider cramdown issues.
05/26/20	John R. Luze	1.10	Conference and correspond with K&E team re confirmation issues (.4); review and analyze issues re same (.7).
05/26/20	Carrie Therese Oppenheim	1.00	Draft notice of filing affidavit of publication re confirmation notice (.5); finalize, file same (.3); correspond with F. Petrie re plan support agreement and amendments (.2).
05/26/20	Francis Petrie	1.90	Review and revise motion to extend exclusivity (.7); correspond with J. Luze re same (.3); correspond with K&E, PJT, A&M teams re confirmation issues (.6); correspond with Company re PSA amendments (.3).
05/26/20	Margaret Reiney	3.80	Review precedent re exclusivity (1.4); review and revise declarations ISO confirmation (2.4).
05/26/20	Tommy Scheffer	5.30	Correspond with PA DEP and K&E team re confirmation order (.7); correspond with K&E team re confirmation brief (.7); review and revise same (3.9).
05/26/20	Brad Weiland	2.20	Telephone conferences re restructuring strategy, open items with PJT, Company, K&E team (.8); review and analyze plan and confirmation items (1.4).
05/27/20	Anthony Abate	0.80	Compile and organize all plan support agreement documents and amendments.
05/27/20	Cassandra E. Fenton	6.40	Analyze documents for production (5.4); participate in telephone conference with witness re confirmation hearing (.5); analyze deposition notice objections and responses (.5).
05/27/20	Pratik K. Ghosh	4.00	Review and analyze T. Thomas documents in preparation for production to UCC (3.9); correspond with K&E team re same (.1).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Richard U. S. Howell, P.C.	9.20	Prepare for and attend telephone conferences to discuss open confirmation issues, discovery issues and expert issues (3.0); prepare and review correspondence re same (2.7); review and provide comments to draft materials (.7); review materials in preparation for confirmation litigation (2.1); telephone conference to discuss claims resolution and claims objection issues (.5); review materials re same (.2).
05/27/20	Marc Kieselstein, P.C.	1.50	Consider best interest issues.
05/27/20	John R. Luze	2.70	Review and analyze confirmation issues (.8); conference and correspond with K&E team re same (.7); review and analyze financing issues (.4); correspond with K&E team and PJT re same (.5); review and analyze treatment issues (.3).
05/27/20	Carrie Therese Oppenheim	0.30	Correspond with F. Petrie re plan support agreement and term sheets.
05/27/20	Francis Petrie	3.70	Telephone conference with K&E team re plan supplement materials (.5); telephone conferences with PJT, RSA parties re adequate protection (.9); telephone conferences with A&M, Company re plan supplement exhibits (1.3); review draft confirmation brief (.6); correspond with RSA parties re logistics and case status (.4).
05/27/20	Margaret Reiney	6.20	Review plan support agreement materials (.9); review and revise confirmation statutory requirement materials (.9); review and revise declarations ISO confirmation (2.3); correspond with K&E team and KCC re informal responses to solicitation (.3); revise confirmation materials re same (.3); correspond with K&E team re confirmation brief materials (.8); research re same (.7).
05/27/20	Tommy Scheffer	3.60	Correspond with K&E team re confirmation brief (.3); review and revise same (2.2); correspond and telephone conferences with P. Muthig, S. MacGrath, M. Nixdorf and K&E team re plan (1.1).
05/27/20	Brad Weiland	1.20	Review and analyze confirmation items (.6); telephone conference re same with PJT (.3); follow up re same (.3).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Anthony Abate	0.50	Draft and revise voting report template.
05/28/20	Pratik K. Ghosh	4.00	Review and analyze T. Thomas documents in preparation for production to UCC (3.9); correspond with litigation team re same (.1).
05/28/20	Julia D. Harper	2.60	Review documents for plan confirmation.
05/28/20	Richard U. S. Howell, P.C.	7.10	Telephone conferences re claims resolution issues (.6); telephone conferences to discuss open confirmation discovery and litigation issues (1.3); review materials in preparation for confirmation hearing and related depositions (2.5); prepare and review correspondence re open litigation issues (2.7).
05/28/20	John R. Luze	1.00	Review and analyze confirmation issues (.4); conference and correspond with K&E team re same (.6).
05/28/20	Michele Manzo	0.80	Preserve record of declarations of disinterestedness (.6); correspond with K&E team re same (.2).
05/28/20	Carrie Therese Oppenheim	0.40	Correspond with F. Petrie re filed plan support agreement and amendments (.2); compile precedent re KCC voting reports (.2).
05/28/20	Francis Petrie	4.20	Telephone conference with PJT re confirmation coordination and liquidity sensitivities (.6); review materials re same (.2); review and revise materials re plan supplement tracker (.8); correspond with Company re PSA and amendments (.5); telephone conference with PMO team, A&M re emergence planning (.6); correspond with K&E team, Paul Weiss, Ropes re plan supplement documentation (.7); correspond with K&E team re objection deadline extension (.3); correspond with K&E team re confirmation declarations (.2); review same (.3).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Margaret Reiney	4.30	Telephone conference with PJT and K&E team re confirmation materials (.5); telephone conference with PW, K&E, Ropes teams re plan supplement (.4); review and revise materials re same (.3); research re deferred compensation treatment under plan (.3); review KCC declaration ISO confirmation (.2); review plan support agreement filings (.8); review and revise confirmation materials (.4); correspond with K&E team and PJT re same (.2); review and revise plan supplement materials (.3); review and revise confirmation order (.9).
05/28/20	Tommy Scheffer	3.50	Correspond with J. Demmy and K&E team re confirmation order (.3); review and revise Grossi declaration (1.0); correspond with K&E team re same (.3); correspond with K&E team re treatment of swap claims (.4); review and revise Leone declaration (.3); correspond with K&E team re same (.3); correspond with K&E team re exclusivity motion (.4); correspond and telephone conference with RG, PW, K&E teams re plan supplement documentation (.5).
05/29/20	Cassandra E. Fenton	2.80	Telephone conferences with witnesses re confirmation hearing (1.0); review and analyze documents for production (1.8).
05/29/20	Yates French	5.00	Attend telephone conference re liquidation analysis (2.0); research re valuation of collateral (2.0); coordinate production of documents (1.0).
05/29/20	Pratik K. Ghosh	4.00	Review and analyze T. Thomas documents in preparation for production to UCC (3.9); correspond with litigation team re same (.1).
05/29/20	Julia D. Harper	0.50	Review documents for plan confirmation.
05/29/20	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team, Company, PJT and A&M re weekly strategy discussion.
05/29/20	Richard U. S. Howell, P.C.	2.40	Prepare and review correspondence re open confirmation discovery and litigation strategy issues (1.3); telephone conference to discuss same (.5); review materials re claims resolution issues (.6).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030907

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/20	John R. Luze	1.20	Review and analyze confirmation issues (.7); conference and correspond with K&E team re same (.5).
05/29/20	Carrie Therese Oppenheim	0.50	Telephone conference with K&E team re confirmation works in process.
05/29/20	Francis Petrie	3.80	Telephone conference with K&E team re confirmation workstreams (.5); draft materials re plan supplement (.3); correspond with K&E team re voting status (.3); draft correspondence re exhibit coordination (.2); correspond with KCC re solicitation (.3); attend weekly strategy telephone conference re emergence (.7); correspond with Company re same (.2); review confirmation declaration and materials re same (1.1); correspond with A&M team re plan supplement filings (.2).
05/29/20	Margaret Reiney	5.60	Telephone conference with K&E team re confirmation materials (.6); revise materials re same (.6); review and revise leone declaration (1.3); review and revise confirmation order (2.4); review precedent re same (.7).
05/29/20	Tommy Scheffer	2.30	Correspond with W. Hao and K&E team re plan supplement (.4); correspond and telephone conferences with K&E team re confirmation items (.8); correspond and telephone conferences with KCC, K&E teams re solicitation items (1.1).
05/29/20	Brad Weiland	2.20	Telephone conference re restructuring strategy with Company, PJT, K&E teams (.9); review and analyze plan and confirmation materials (.8); correspond and telephone conference with K&E team re same (.5).
05/30/20	Chris Ceresa	0.30	Revise supplemental cure notice.
05/30/20	Francis Petrie	1.70	Review confirmation brief.
05/30/20	Margaret Reiney	1.20	Review and revise confirmation order.
05/30/20	Tommy Scheffer	0.80	Correspond with K. Newman and K&E team re confirmation order.
05/31/20	Chris Ceresa	0.40	Revise language for Verizon settlement (.3); update supplemental notice (.1).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030907

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/20	Richard U. S. Howell, P.C.	2.30	Prepare and review correspondence re open confirmation issues (.7); review and provide comments to draft presentation re potential claims litigation (.6); review materials re potential claims litigation and resolution (1.0).
05/31/20	Francis Petrie	1.30	Review draft confirmation declarations (.7); review plan supplement materials (.6).
05/31/20	Margaret Reiney	3.50	Review and revise confirmation order (2.7); correspond with T. Scheffer re same (.2); review and revise Leone declaration ISO confirmation (.6).
05/31/20	Tommy Scheffer	2.50	Correspond with K&E team re Leone declaration (.4); review and revise same (1.8); correspond with K&E team re confirmation order (.3).
<b>Total</b>		<b>814.60</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030908**  
**Client Matter: 24706-23**

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## In the Matter of Regulatory Matters

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 36,633.00

Total legal services rendered

\$ 36,633.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050030908  
 Matter Number: 24706-23

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jeffrey Ayer	5.20	1,165.00	6,058.00
Heidi Hockberger	0.50	845.00	422.50
Kelsey Marie Laugel	20.10	835.00	16,783.50
John R. Luze	1.30	1,085.00	1,410.50
Francis Petrie	0.50	845.00	422.50
Margaret Reiney	1.60	610.00	976.00
Kurt J. Wunderlich	12.80	825.00	10,560.00
<b>TOTALS</b>	<b>42.00</b>		<b>\$ 36,633.00</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050030908  
 Matter Number: 24706-23

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Kelsey Marie Laugel	0.80	Correspond re audit request (.4); correspond with Company re same (.4).
05/04/20	Kelsey Marie Laugel	1.50	Correspond with opposing counsel, K&E team and Company re Hart-Scott-Rodino filing.
05/04/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing.
05/05/20	Kelsey Marie Laugel	2.50	Revise Hart-Scott-Rodino filing form (2.1); correspond with Company, K&E team and opposing counsel re same (.4).
05/05/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing.
05/06/20	Kelsey Marie Laugel	1.00	Correspond with Company, opposing counsel and K&E team re Hart-Scott-Rodino filing (.3); review potential 4(c)/4(d) documents (.7).
05/06/20	John R. Luze	0.60	Review and analyze regulatory issues.
05/07/20	Kelsey Marie Laugel	3.00	Review potential 4(c)/4(d) documents (.9); correspond with Company, K&E team and opposing counsel re same (.6); revise Hart-Scott-Rodino filing form (1.5).
05/07/20	Kurt J. Wunderlich	2.50	Correspond with K. Laugel re Hart-Scott-Rodino filing (.4); telephone conference and correspond with J. Ayer re Hart-Scott-Rodino filing (.9); prepare Hart-Scott-Rodino filing (1.2).
05/08/20	Jeffrey Ayer	4.20	Review Hart-Scott-Rodino materials and prior filings to prepare for PNO/FTC.
05/08/20	Kelsey Marie Laugel	3.00	Revise, label and OCR documents (.2); review potential 4(c)/4(d) documents (1.9); correspond with Company, K&E team and opposing counsel re same (.5); telephone conference with opposing counsel re Hart-Scott-Rodino filing (.4).
05/08/20	Kurt J. Wunderlich	1.50	Correspond with K. Laugel re Hart-Scott-Rodino filing (.3); prepare Hart-Scott-Rodino filing (.9); telephone conference with C. Wohlberg, M. Marks and K. Laugel re Hart-Scott-Rodino filing (.3).
05/11/20	Jeffrey Ayer	0.50	Review final Hart-Scott-Rodino package.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030908

Windstream Holdings, Inc.

Matter Number: 24706-23

Regulatory Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/20	Kelsey Marie Laugel	2.00	Correspond with Company, K&E team and opposing counsel re Hart-Scott-Rodino filing.
05/11/20	Kurt J. Wunderlich	1.50	Prepare Hart-Scott-Rodino filing (.7); correspond with K. Laugel re Hart-Scott-Rodino filing (.5); correspond with L. Satine re Hart-Scott-Rodino filing (.3).
05/13/20	Kelsey Marie Laugel	0.30	Update regulatory documents (.2); correspond with Company and K&E team (.1).
05/13/20	John R. Luze	0.70	Review and analyze regulatory issues.
05/13/20	Kurt J. Wunderlich	0.10	Correspond with S. Sheinberg re Hart-Scott-Rodino filing.
05/14/20	Kelsey Marie Laugel	0.20	Correspond with Company re Hart-Scott-Rodino filing.
05/14/20	Kurt J. Wunderlich	0.10	Correspond with K. Laugel re Hart-Scott-Rodino filing re BCA.
05/15/20	Kelsey Marie Laugel	0.50	Correspond with Company re BCA.
05/15/20	Kurt J. Wunderlich	0.30	Correspond with K. Laugel re Hart-Scott-Rodino filing for BCA.
05/17/20	Heidi Hockberger	0.50	Review and analyze regulatory filings.
05/19/20	Kelsey Marie Laugel	1.00	Draft Hart-Scott-Rodino filing form for BCA transaction.
05/19/20	Margaret Reiney	1.60	Draft letter re regulatory compliance (1.3); correspond with F. Petrie and Company re same (.3).
05/20/20	Kelsey Marie Laugel	0.50	Correspond with Company.
05/20/20	Kurt J. Wunderlich	0.50	Correspond with K. Laugel re Hart-Scott-Rodino filing information.
05/21/20	Kelsey Marie Laugel	2.00	Correspond with Company and K&E team re BCA (.6); draft transaction description (1.4).
05/21/20	Kurt J. Wunderlich	1.00	Correspond with K. Laugel re Hart-Scott-Rodino filing (.3); prepare Hart-Scott-Rodino filing (.7).
05/26/20	Kurt J. Wunderlich	0.20	Correspond with H. Hockberger re Hart-Scott-Rodino filing.
05/28/20	Jeffrey Ayer	0.50	Review Hart-Scott-Rodino form and send comments.
05/28/20	Kelsey Marie Laugel	1.50	Correspond with Company and opposing counsel (.5); telephone conference with K. Wunderlich (.5); revise Hart-Scott-Rodino filing form (.5).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030908

Windstream Holdings, Inc.

Matter Number:

24706-23

Regulatory Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Kurt J. Wunderlich	1.00	Correspond with K. Laugel and J. Ayer re Hart-Scott-Rodino filing (.2); correspond with S. Kobrick re Hart-Scott-Rodino filing (.3); prepare Hart-Scott-Rodino filing (.5).
05/29/20	Kelsey Marie Laugel	0.30	Correspond with opposing counsel re Hart-Scott-Rodino filing.
05/29/20	Kurt J. Wunderlich	0.10	Correspond with K. Laugel re Hart-Scott-Rodino filing.
05/30/20	Kurt J. Wunderlich	2.00	Correspond with H. Hockberger, F. Petrie, J. Ayer and A. Sexton re Hart-Scott-Rodino filing analysis (.6); correspond with S. Kobrick re Hart-Scott-Rodino filing analysis (.6); correspond with Y. Yan Sobel re Hart-Scott-Rodino filing analysis (.8).
05/31/20	Francis Petrie	0.50	Correspond re Hart-Scott-Rodino and deal structure issues.
05/31/20	Kurt J. Wunderlich	1.00	Correspond with A. Sexton re Hart-Scott-Rodino filing analysis (.4); correspond with S. Kobrick re Hart-Scott-Rodino filing analysis (.3); review Hart-Scott-Rodino filing analysis (.3).
<b>Total</b>		<b>42.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030909**

**Client Matter: 24706-24**

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**In the Matter of K&E Retention and Fee Matters**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 24,800.00

Total legal services rendered

\$ 24,800.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 K&E Retention and Fee Matters

Invoice Number: 1050030909  
 Matter Number: 24706-24

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.00	340.00	680.00
Heidi Hockberger	1.30	845.00	1,098.50
Carrie Therese Oppenheim	0.20	445.00	89.00
Francis Petrie	9.30	845.00	7,858.50
Margaret Reiney	13.00	610.00	7,930.00
Tommy Scheffer	8.20	740.00	6,068.00
Brad Weiland	0.80	1,345.00	1,076.00
<b>TOTALS</b>	<b>34.80</b>		<b>\$ 24,800.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030909

Windstream Holdings, Inc.

Matter Number:

24706-24

K&amp;E Retention and Fee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Anthony Abate	1.00	Draft initial version of thirteenth monthly fee statement.
05/01/20	Francis Petrie	0.80	Correspond with K&E team re finalizing monthly fee statement.
05/04/20	Francis Petrie	0.80	Telephone conference with B. Weiland re fee statement (.2); review and revise same (.5); correspond with M. Reiney re same (.1).
05/04/20	Margaret Reiney	0.80	Revise March monthly fee statement for confidentiality per U.S. Trustee guidelines, bankruptcy code, and applicable law.
05/04/20	Brad Weiland	0.80	Review and analyze materials re fee applications.
05/05/20	Anthony Abate	0.60	Review and revise thirteenth monthly fee statement.
05/05/20	Carrie Therese Oppenheim	0.20	Finalize, file March fee statement.
05/06/20	Francis Petrie	0.70	Correspond with K&E team re filing fee statement.
05/06/20	Margaret Reiney	0.80	Draft and revise weekly fee estimate (.6); correspond with T. Scheffer re same (.2).
05/06/20	Tommy Scheffer	0.60	Correspond with Company and A&M, K&E teams re fee estimate report (.3); review and revise same (.3).
05/08/20	Margaret Reiney	0.40	Correspond with K&E team re April fee statement review.
05/09/20	Margaret Reiney	0.30	Correspond with K&E team re fee statement review.
05/10/20	Margaret Reiney	1.60	Review and revise April monthly fee statement for confidentiality and U.S. Trustee guidelines, bankruptcy code and applicable law.
05/11/20	Margaret Reiney	1.40	Review and revise April monthly fee statement for U.S. Trustee compliance, bankruptcy code, and applicable law.
05/11/20	Tommy Scheffer	3.00	Review and revise monthly fee statement for confidentiality and per U.S. Trustee guidelines, bankruptcy code and applicable law.



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030909

Windstream Holdings, Inc.

Matter Number: 24706-24

K&amp;E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/20	Margaret Reiney	1.50	Revise weekly fee estimate (.7); correspond with T. Scheffer re same (.3); correspond with K&E team re monthly fee statement review (.3); review and revise notice (.2).
05/13/20	Tommy Scheffer	1.10	Review and revise fee estimate report (.7); correspond with Company, A&M, K&E teams re same (.4).
05/15/20	Margaret Reiney	2.20	Review and revise April fee statement for compliance with U.S. Trustee guidelines, bankruptcy code and applicable law.
05/16/20	Margaret Reiney	0.40	Review and revise April fee statement for U.S. Trustee, bankruptcy code and applicable law compliance.
05/18/20	Margaret Reiney	1.30	Review April monthly fee statements for U.S. Trustee, bankruptcy code and applicable law compliance.
05/18/20	Tommy Scheffer	1.80	Review and revise monthly fee statement for confidentiality and per U.S. Trustee guidelines, bankruptcy code and applicable law.
05/20/20	Anthony Abate	0.20	Draft thirteenth monthly fee invoice.
05/20/20	Margaret Reiney	1.10	Review and revise K&E weekly fee estimate (.7); correspond with T. Scheffer re same (.4).
05/20/20	Tommy Scheffer	0.70	Correspond with Company and A&M, K&E teams re fee estimate report (.3); review and revise same (.4).
05/21/20	Margaret Reiney	0.30	Review and revise April fee statement for U.S. Trustee compliance, privilege.
05/22/20	Francis Petrie	2.20	Review and revise monthly fee statement re U.S. Trustee guidelines, privilege.
05/25/20	Francis Petrie	0.70	Review and revise monthly fee statement re U.S. Trustee guidelines, privilege.
05/26/20	Heidi Hockberger	1.30	Revise K&E invoices for confidentiality and compliance with U.S. Trustee guidelines.
05/26/20	Francis Petrie	1.30	Review and revise fee statement re privilege, U.S. Trustee guidelines.
05/26/20	Tommy Scheffer	0.30	Correspond with A&M, K&E teams re fee estimate reporting.
05/27/20	Francis Petrie	0.60	Review and revise fee statement re U.S. Trustee guidelines, privilege.
05/28/20	Francis Petrie	2.20	Review and revise fee statement re U.S. Trustee guidelines, privilege.

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 K&E Retention and Fee Matters

Invoice Number: 1050030909  
 Matter Number: 24706-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Margaret Reiney	0.90	Review and revise weekly fee estimate (.7); correspond with T. Scheffer re same (.2).
05/28/20	Tommy Scheffer	0.70	Correspond with Company and A&M, K&E teams re fee estimate report (.3); review and revise same (.4).
05/29/20	Anthony Abate	0.20	Prepare, file and serve April monthly operating report.
<b>Total</b>		<b>34.80</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030910**  
**Client Matter: 24706-25**

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**In the Matter of Non-K&E Retention and Fee Matters**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 3,834.00

Total legal services rendered

\$ 3,834.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Non-K&E Retention and Fee Matters

Invoice Number: 1050030910  
 Matter Number: 24706-25

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	1.40	340.00	476.00
Chris Ceresa	1.40	610.00	854.00
Carrie Therese Oppenheim	0.70	445.00	311.50
Francis Petrie	0.90	845.00	760.50
Andrew Polansky	0.50	740.00	370.00
Margaret Reiney	1.10	610.00	671.00
Tommy Scheffer	0.30	740.00	222.00
Trudy Smith	0.20	845.00	169.00
<b>TOTALS</b>	<b>6.50</b>		<b>\$ 3,834.00</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Non-K&E Retention and Fee Matters

Invoice Number: 1050030910  
 Matter Number: 24706-25

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/20	Anthony Abate	0.20	Prepare, file and serve tenth SEG monthly fee statement.
05/01/20	Andrew Polansky	0.20	Review, analyze non-K&E retention application (.1); correspond with A. Abate, SolomonEdwards re same (.1).
05/05/20	Andrew Polansky	0.30	Review, analyze non-K&E fee application and correspond with J. Luze re same.
05/05/20	Tommy Scheffer	0.30	Correspond with KPMG and K&E team re KPMG monthly fee statement.
05/06/20	Anthony Abate	0.40	Prepare, file and serve 11th KPMG fee statement (.2); prepare file and serve 13th A&M fee statement (.2).
05/11/20	Carrie Therese Oppenheim	0.30	Finalize, file PwC March fee statement.
05/12/20	Anthony Abate	0.20	Prepare, file and serve declaration of disinterestedness.
05/12/20	Francis Petrie	0.40	Arrange for filing of declaration of disinterestedness (.2); correspond with A&M re ordinary course professional fees (.2).
05/12/20	Margaret Reiney	0.50	Correspond with A&M re ordinary course professional fees (.2); review declaration of disinterestedness (.2); correspond with K&E team re same (.1).
05/15/20	Carrie Therese Oppenheim	0.20	Finalize notice of fee hearing for electronic filing.
05/19/20	Chris Ceresa	0.60	Correspond with PWC re retention (.3); review order re same (.3).
05/19/20	Carrie Therese Oppenheim	0.20	Correspond with K&E team re parties in interest list.
05/20/20	Chris Ceresa	0.40	Review and analyze retention order (.3); correspond with T. Smith re same (.1).
05/21/20	Chris Ceresa	0.40	Draft notice for PwC (.3); correspond with PWC and T. Smith re same (.1).
05/21/20	Trudy Smith	0.20	Review PwC retention order re additional work (.1); correspond with C. Ceresa re same (.1).
05/28/20	Anthony Abate	0.20	Prepare, file and serve declaration of disinterestedness.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030910

Windstream Holdings, Inc.

Matter Number: 24706-25

Non-K&E Retention and Fee Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Francis Petrie	0.30	Correspond with K&E team re declarations of disinterestedness (.2); correspond re amended ordinary course professional list (.1).
05/28/20	Margaret Reiney	0.60	Review and revise notice of ordinary course professional amendment (.4); correspond with K&E team and DoD parties re DoD filing (.2).
05/29/20	Anthony Abate	0.40	Prepare, file, and serve declaration of disinterestedness (.2); prepare, file, and serve ninth ordinary course professional list amendment (.2).
05/29/20	Francis Petrie	0.20	Correspond with K&E team re ordinary course professional list and declaration filing.
<b>Total</b>		<b>6.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030911**

**Client Matter: 24706-27**

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## In the Matter of Tax Matters

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 251,188.50

Total legal services rendered

\$ 251,188.50

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Tax Matters

Invoice Number: 1050030911  
 Matter Number: 24706-27

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.80	340.00	272.00
William A. Levy, P.C.	49.40	1,645.00	81,263.00
Library Document Retrieval	0.50	280.00	140.00
John R. Luze	0.80	1,085.00	868.00
Todd F. Maynes, P.C.	0.50	1,845.00	922.50
Carrie Therese Oppenheim	0.20	445.00	89.00
Francis Petrie	3.00	845.00	2,535.00
Margaret Reiney	0.60	610.00	366.00
Tommy Scheffer	2.90	740.00	2,146.00
Anthony Vincenzo Sexton	32.60	1,265.00	41,239.00
Nicholas Warther	117.70	975.00	114,757.50
Brad Weiland	4.90	1,345.00	6,590.50
<b>TOTALS</b>	<b>213.90</b>		<b>\$ 251,188.50</b>



Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030911

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	William A. Levy, P.C.	3.50	Telephone conference with PwC, GT, Company re valuation matters (1.0); review GT draft report (1.1); telephone conference with GT, Company, C. Robinson re valuation matters (.6); review GT materials (.8).
05/01/20	Anthony Vincenzo Sexton	1.10	Telephone conference with GT re status of valuation work (.6); review tax diligence materials (.3); correspond with Company re SEC filing language (.2).
05/01/20	Nicholas Warther	1.50	Correspond with Company, creditors re Iowa property tax claim (.8); correspond with K&E team re IL stay of proceedings (.7).
05/04/20	Anthony Vincenzo Sexton	1.30	Telephone conference with Company re legal entity structure issues (.8); review and analyze tax modeling materials (.5).
05/04/20	Nicholas Warther	3.70	Telephone conference with K&E team, KPMG and Company re legal entity simplification (1.0); review and analyze deck re same (.3); organize telephone conference with creditors to discuss modeling (.5); correspond with K&E team and Ryan counsel re email to IL taxing authorities (.6); correspond with K&E team re lease opinions (.3); review and analyze A&M materials re intercompany transactions (1.0).
05/05/20	William A. Levy, P.C.	1.30	Review GT draft valuation report.
05/05/20	Anthony Vincenzo Sexton	0.30	Correspond with K&E team and Company re structuring materials.
05/05/20	Nicholas Warther	1.00	Review and analyze A&M materials of intercompany transactions and correspond with KPMG re same (.7); organize telephone conference re tax modeling with creditors (.2); correspond with K&E team re Iowa property tax claim (.1).
05/06/20	William A. Levy, P.C.	4.90	Prepare for and participate in telephone conference with GT, Company and A. Sexton (1.6); prepare for telephone conference with advisors re tax modeling (2.2); telephone conference with Company, K&E team and KPMG (1.1).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030911

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/20	Anthony Vincenzo Sexton	3.20	Telephone conference with K&E team, KPMG and creditors re tax modeling (.7); review and analyze materials re same (.9); telephone conference with KPMG and Company re tax modeling issues (1.1); telephone conference with Debevoise re tax issues (.5).
05/06/20	Nicholas Warther	3.00	Telephone conference with GT, K&E team and Company re remaining useful life analysis for lease (.4); telephone conference with Company, K&E team and KPMG for weekly status telephone conference (1.0); telephone conference with creditor counsel, K&E team and KPMG re tax modeling (1.1); correspond with K&E team re same (.5).
05/06/20	Brad Weiland	0.60	Telephone conference with team re tax modeling items and correspond with team re same.
05/07/20	Anthony Vincenzo Sexton	0.50	Review and analyze tax modeling materials and disclosure materials.
05/07/20	Nicholas Warther	6.50	Research and review tax law re requirements for proposed structuring and analyze the same (3.6); correspond with creditors re resolution of tax claims (.4); review and analyze list of FIRPTA classifications in light of relevant tax law (1.9); summarize finding re same for K&E team (.6).
05/07/20	Brad Weiland	0.40	Correspond re tax items with A. Sexton.
05/08/20	William A. Levy, P.C.	2.30	Telephone conference with GT, Company and A. Sexton re valuation (.6); review revised GT valuation report (.8); telephone conference with A&M re intercompany accounts (.9).
05/08/20	Library Document Retrieval	0.50	Research re tax issues.
05/08/20	Anthony Vincenzo Sexton	1.70	Telephone conference with Company re tax modeling and related issues (.5); telephone conference with Company and GT re valuation issues (.5); review and analyze tax modeling materials and issues (.7).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030911

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/20	Nicholas Warther	4.40	Prepare for telephone conference with KPMG and A&M re intercompany balances (.4); participate in telephone conference re same (.7); correspond with A. Sexton re same (.7); telephone conference with GT, K&E team and Company re status of valuation (1.0); review and analyze GT report and correspond with K&E team re same (.9); correspond with Company and local counsel re resolution of tax claims (.7).
05/09/20	Nicholas Warther	5.70	Research and review tax law re requirements for proposed structure and analyze same (5.2); correspond with K&E team re resolution of IL appeal (.5).
05/10/20	William A. Levy, P.C.	0.80	Prepare for and participate in telephone conference re sending KPMG materials to Elliott.
05/10/20	Anthony Vincenzo Sexton	0.50	Telephone conference with K&E team re disclosure of model information.
05/10/20	Nicholas Warther	7.80	Correspond with K&E team and Ryan re IL appeal (.4); research and review tax law re requirements for proposed structure with reference to applicable case law, treatises, articles, etc. (4.2); analyze and compile findings for A. Sexton and B. Levy (3.2).
05/10/20	Brad Weiland	0.60	Correspond and telephone conference with A. Sexton, T. Cruickshank re tax modeling items.
05/11/20	William A. Levy, P.C.	3.60	Review settlement order (.9); review GT valuation materials (1.3); analyze reorganization considerations (1.4).
05/11/20	Tommy Scheffer	0.40	Correspond with B. Weller and K&E team re tax claims.
05/11/20	Nicholas Warther	8.00	Research and review tax law re proposed transaction (3.4); correspond with A. Sexton re same (1.2); review and analyze intercompany analysis (.3); compile findings on proposed structuring and draft correspondence for K&E team (2.3); review and revise IL appeal motion and correspond with Ryan counsel re same (.8).
05/11/20	Brad Weiland	0.50	Review and analyze tax items including modeling items.
05/12/20	William A. Levy, P.C.	1.80	Analyze reorganized entity tax considerations.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030911

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/20	Anthony Vincenzo Sexton	1.40	Review and analyze PLR submission materials (1.0); correspond with K&E team re NOL rights plan issues (.4).
05/12/20	Nicholas Warther	1.10	Correspond with K&E team re proposed transaction (.5); correspond with A. Sexton and A&M re intercompany balances (.4); correspond with K&E team re resolution of tax claims (.2).
05/13/20	William A. Levy, P.C.	2.40	Attend weekly update telephone conference with Company, KPMG, K&E team (1.0); review business purpose research (1.4).
05/13/20	Anthony Vincenzo Sexton	2.10	Telephone conference with KPMG and Company re status of tax modeling (.9); research and analyze issues re PLR submission (.9); correspond with K&E team re tax non-disclosure agreement and disclosure issues (.3).
05/13/20	Nicholas Warther	5.20	Telephone conference with K&E team, Company, and KPMG re weekly status telephone conference (1.0); compile and organize findings for draft private letter ruling request (3.4); correspond with K&E team and creditors re resolution of tax claims (.8).
05/14/20	John R. Luze	0.80	Conference and correspond with K&E team and Ropes re tax issues.
05/14/20	Anthony Vincenzo Sexton	1.40	Telephone conference with Company re deal structuring and PLR status (.3); correspond with Company re same (.6); telephone conference with Elliott counsel re tax non-disclosure agreement issues (.5).
05/14/20	Nicholas Warther	11.10	Compile findings and draft additional PLR request.
05/15/20	William A. Levy, P.C.	4.20	Telephone conference with GT, KPMG, Company, K&E team re valuation, true lease opinion (1.0); telephone conference with Company, KPMG, K&E team re PLR process (1.0); review PLR submission draft (2.2).
05/15/20	Todd F. Maynes, P.C.	0.50	Correspond re Ropes disclosures and cleansing.

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030911

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/20	Anthony Vincenzo Sexton	4.70	Telephone conference with GT, Company and KPMG re valuation work (.8); telephone conference with Company re PLR process (1.1); review and analyze tax modeling materials (.4); correspond with K&E team and Company re tax disclosure issues (.3); review and revise PLR submission (2.1).
05/15/20	Nicholas Warther	2.70	Telephone conference with Company, K&E team re proposed deal and next steps (1.0); telephone conference with GT, Company, KPMG and K&E team re true lease opinion valuation (1.0); correspond with K&E team, Company re resolution of tax claims (.7).
05/16/20	Anthony Vincenzo Sexton	0.40	Review and revise PLR submission materials.
05/16/20	Nicholas Warther	4.70	Review and revise ruling request draft with reference to applicable precedent and tax law (4.1); correspond with K&E team and KPMG re same (.6).
05/17/20	Nicholas Warther	6.20	Draft slide depicting restructuring alternatives (4.2); correspond with A. Sexton and KPMG re same (.8); research and review tax law re transaction for ruling request (1.2).
05/18/20	William A. Levy, P.C.	4.90	Telephone conference with C. Arumi re potential backup tax opinion (1.1); telephone conference with J. Bruns re potential backup opinion (.8); review KPMG step plan (1.6); telephone conference with KPMG, Company re step plan (1.4).
05/18/20	Francis Petrie	0.60	Review and revise tax stipulation motion (.3); correspond with K&E team re same (.3).
05/18/20	Tommy Scheffer	1.10	Correspond with K&E team re Florida tax claim settlement (.3); review and revise motion re same (.8).
05/18/20	Anthony Vincenzo Sexton	1.20	Review and revise structuring materials (.6); correspond with KPMG and K&E team re same (.3); review and revise regulatory filing (.3).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030911

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/20	Nicholas Warther	8.20	Review and revise structuring slides (4.4); correspond with A. Sexton and M. Hoffenberg re same (1.4); telephone conference with Company, K&E team and KPMG re entity rationalization slides (1.0); correspond with A&M and K&E team re modeling (.9); coordinate telephone conference with Company and DPW re subleases (.5).
05/19/20	William A. Levy, P.C.	5.30	Review draft UCC presentation (.4); telephone conference with K&E team re disclosure of recovery modeling (.5); review materials on sublease diligence (.7); telephone conference with DPW, K&E team re sublease diligence matters (.8); telephone conference with Company, KPMG, K&E team re structuring alternatives (1.1); review structuring alternatives (1.8).
05/19/20	Anthony Vincenzo Sexton	2.40	Telephone conference with K&E team re modeling issues (.4); correspond with K&E team, Company and KPMG re same (.3); telephone conference with Company re structuring alternatives (1.1); review and revise materials re same (.6).
05/19/20	Nicholas Warther	7.20	Review and analyze UCC presentation (.3); correspond with S. Toth re structuring of deal and next steps (.6); review and revise NY tax claims settlement agreement (.6); draft second PLR request with reference to applicable precedent and tax law and correspond with A. Sexton re same (4); telephone conference with Uniti, Company, DPW and K&E team re sublease diligence (.7); correspond with D. Helenbrook re modeling (.5); telephone conference with Company, K&E team re structuring of deal (.5).
05/19/20	Brad Weiland	0.80	Correspond with K&E team re tax items.
05/20/20	William A. Levy, P.C.	1.00	Telephone conference with K&E team re tax matters.
05/20/20	Anthony Vincenzo Sexton	1.40	Telephone conference with KPMG and Company re tax modeling and PLR status issues (1.0); review and revise structure materials (.4).

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030911

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Nicholas Warther	4.80	Telephone conference with Company, K&E team and KPMG re weekly tax status telephone conference (1.0); review and revise deck re structuring considerations and correspond with K&E team re same (1.1); correspond with C. Robinson, KPMG and K&E team further on deck (.8); review and revise same further (1.4); review settlement agreement for New York tax claims (.5).
05/21/20	Anthony Vincenzo Sexton	1.20	Telephone conference with Company and KPMG re tax attributes in structuring alternatives (.5); review and revise structuring materials (.7).
05/21/20	Nicholas Warther	2.00	Telephone conference with KPMG, Company and K&E team re structuring alternatives (.5); review and revise structure slides (1.5).
05/22/20	William A. Levy, P.C.	1.70	Telephone conferences with J. Bruns (.6); weekly telephone conference with GT, Company, K&E team (.4); review opinion-related matters (.7).
05/22/20	Anthony Vincenzo Sexton	1.60	Telephone conference with GT and Company re valuation issues (.2); telephone conference with creditor counsel re PLR and tax modeling (.5); review and revise materials re same (.9).
05/22/20	Nicholas Warther	3.00	Correspond with K&E team re decks to be sent to creditors (.7); telephone conference with PW, Debevoise and K&E team re structuring of deal (1.0); review and revise settlement agreement for Nebraska tax claims (.5); telephone conference with GT, Company and K&E team re appraisal for true lease opinion (.8).
05/22/20	Brad Weiland	1.20	Review and analyze tax items (.6); correspond with Company, K&E team re same (.6).
05/23/20	Anthony Vincenzo Sexton	1.70	Review and review PLR submission and related materials (1.1); telephone conference with K&E team re same (.6).
05/23/20	Nicholas Warther	5.30	Correspond with A. Sexton re structure slides and PLR request (1.0); review and revise same (3.5); correspond with K&E team, KPMG and A. Sexton further re same (.8).
05/24/20	William A. Levy, P.C.	2.40	Review PLR request draft.

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030911

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/25/20	Anthony Vincenzo Sexton	1.60	Review and revise PLR supplemental submission (1.4); review FIRPTA issues (.2).
05/25/20	Nicholas Warther	1.90	Review and revise drafting ruling request and correspond with K&E team and KPMG re same.
05/26/20	Anthony Abate	0.80	Compile and organize FL tax settlement motion for filing (.5); prepare, file, and serve re same (.3).
05/26/20	William A. Levy, P.C.	2.60	Review revised PLR request.
05/26/20	Carrie Therese Oppenheim	0.20	Review, finalize Florida Tax Department settlement and notice of presentment.
05/26/20	Francis Petrie	1.40	Review and revise Florida tax settlement (.3); correspond with K&E team re revisions (.2); correspond with K&E team re same (.5); arrange for filing of same (.4).
05/26/20	Margaret Reiney	0.60	Review and revise notice of tax settlement (.4); correspond with K&E team re same (.2).
05/26/20	Tommy Scheffer	1.40	Correspond with K&E team re tax settlement motion (.6); review and revise same (.8).
05/26/20	Anthony Vincenzo Sexton	0.30	Review and revise PLR submission.
05/26/20	Nicholas Warther	3.50	Review and revise slides depicting structuring (.7); review and revise draft ruling request and correspond with Company, K&E team and creditor counsel re same (1.3); correspond with K&E team re motion to settle tax claims (.4); correspond with Company and GMG re agreement to settle Nebraska claims (.7); correspond with K&E team re modeling (.4).
05/27/20	William A. Levy, P.C.	3.00	Attend weekly telephone conference with KPMG, Company, K&E team (.8); review D&P valuation materials (2.2).
05/27/20	Francis Petrie	0.80	Correspond with N. Warther re future tax treatment and filings, de minimis claims procedures.
05/27/20	Anthony Vincenzo Sexton	1.00	Telephone conference with Company and KPMG team re deal status and modeling issues (.6); review and revise PLR materials (.4).



Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030911

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Nicholas Warther	3.00	Telephone conference with Company, KPMG and K&E team for weekly status telephone conference (1.0); correspond with K&E team, creditor counsel and local counsel re resolution of tax claims (1.1); review and revise closing agreement for Nebraska tax claim (.6); correspond with K&E team re tax modeling planning (.3).
05/27/20	Brad Weiland	0.40	Correspond with K&E team, Company re tax items.
05/28/20	William A. Levy, P.C.	0.70	Telephone conference with J. Bruns re backup opinion.
05/28/20	Anthony Vincenzo Sexton	0.60	Review and revise PLR materials (.3); review and analyze tax modeling information (.3).
05/28/20	Nicholas Warther	2.20	Correspond with local counsel re resolution of tax claims (1.0); organize telephone conference with PJT and K&E team (.5); review and analyze Duff and Phelps analysis (.3); correspond with K&E team and Company re sublease questions (.4).
05/29/20	William A. Levy, P.C.	3.00	Review DP valuation (1.3); telephone conference with PJT, K&E team re valuation considerations (.5); telephone conference with DPW, K&E team re appraisal, opinion status, debrief (1.2).
05/29/20	Francis Petrie	0.20	Correspond with N. Warther re tax claim settlements.
05/29/20	Anthony Vincenzo Sexton	0.80	Telephone conference with K&E team and PJT re tax modeling issues (.4); review and revise PLR materials (.2); correspond with K&E team re status of tax opinion issues (.2).
05/29/20	Nicholas Warther	3.00	Telephone conference with PJT and K&E team re modeling (.7); review and revise settlement motion for Nebraska claims and correspond with creditor counsel re same (.9); telephone conference with DPW and K&E team re status of opinions (.9); correspond with B. Levy re same (.5).
05/29/20	Brad Weiland	0.40	Correspond and telephone conference with K&E team and PJT re tax items.
05/30/20	Anthony Vincenzo Sexton	0.20	Correspond with K&E team re pro forma ownership and structuring.

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Tax Matters

Invoice Number: 1050030911  
Matter Number: 24706-27

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/20	Nicholas Warther	1.00	Research and review tax law re planning for emergence.
<b>Total</b>		<b>213.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030912**

**Client Matter: 24706-30**

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**In the Matter of Utilities**

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 2,486.00

Total legal services rendered

\$ 2,486.00

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Utilities

Invoice Number: 1050030912  
Matter Number: 24706-30

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Andrew Polansky	0.10	740.00	74.00
Margaret Reiney	0.80	610.00	488.00
Tommy Scheffer	2.60	740.00	1,924.00
<b>TOTALS</b>	<b>3.50</b>		<b>\$ 2,486.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030912

Windstream Holdings, Inc.

Matter Number:

24706-30

Utilities

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/06/20	Andrew Polansky	0.10	Correspond with A&M, utility provider re invoices.
05/12/20	Margaret Reiney	0.20	Correspond with K&E team and A&M re utilities notice.
05/12/20	Tommy Scheffer	0.40	Correspond with Company, A&M, K&E teams re outstanding utility bill.
05/13/20	Margaret Reiney	0.20	Review correspondence re utilities invoices.
05/13/20	Tommy Scheffer	0.60	Correspond with utilities' counsel, Company, A&M, K&E teams re payment inquiries.
05/14/20	Margaret Reiney	0.20	Review correspondence re utilities invoices.
05/18/20	Tommy Scheffer	0.40	Correspond with K. Higginbotham and K&E team re postpetition utilities payments.
05/19/20	Tommy Scheffer	0.70	Correspond with Company and A&M, K&E teams re postpetition utilities payments.
05/20/20	Tommy Scheffer	0.50	Correspond with Company, A&M, K&E teams re utilities payments.
05/21/20	Margaret Reiney	0.20	Review correspondence re Hart utilities invoice.
<b>Total</b>		<b>3.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030913**  
**Client Matter: 24706-31**

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## In the Matter of Vendor Matters

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 34,511.50

Total legal services rendered

\$ 34,511.50

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Vendor Matters

Invoice Number: 1050030913  
 Matter Number: 24706-31

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	39.00	740.00	28,860.00
Chris Ceresa	0.50	610.00	305.00
Neda Davanipour	4.70	845.00	3,971.50
Heidi Hockberger	0.60	845.00	507.00
John R. Luze	0.80	1,085.00	868.00
<b>TOTALS</b>	<b>45.60</b>		<b>\$ 34,511.50</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030913

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Spencer Caldwell-McMillan	3.90	Telephone conference with E. Sooy re trade agreements and related issues (.1); review vendor settlement agreements (1.7); review trade agreements (1.3); telephone conference with C. Ceresa re settlements (.4); review settlements (.4).
05/01/20	Neda Davanipour	1.10	Telephone conference with C. Ceresa and S. McMillan re claims and vendor related issues and correspond re same (.5); review, analyze notice to assume and assign (.5); correspond with Verizon counsel re same (.1).
05/02/20	Spencer Caldwell-McMillan	0.50	Correspond with J. Luze, K&E team and Company re settlement drafts.
05/03/20	Spencer Caldwell-McMillan	0.50	Correspond re settlement agreements with K&E team.
05/04/20	Neda Davanipour	1.10	Telephone conference with K&E team re Verizon related issues and analyze same (.5); analyze various issues re same (.6).
05/05/20	Spencer Caldwell-McMillan	3.30	Review trade agreement (1.1); correspond with N. Davanipour and Company re same (.4); correspond with K&E team re vendor issues and contract issues (.6); correspond with A&M re contract issues (.1); review open vendor items (.1); review vendor materials and correspond with the Company re same (.1); review setoff and correspond with opposing counsel re same (.9).
05/05/20	Chris Ceresa	0.50	Revise settlement with Arrow (.3); correspond with K&E team re same (.2).
05/05/20	Neda Davanipour	1.20	Review and analyze stipulation (.3); correspond with K&E team re same (.2); review and revise stipulation draft (.2); review, analyze various executory contract related issues (.2); review, analyze response draft (.2); correspond with K&E team re same (.1).
05/06/20	Spencer Caldwell-McMillan	1.70	Review trade agreement (.9); correspond with Company re same (.1); correspond with K&E team re vendor settlements (.3); correspond with A&M re same (.2); review contract correspondence from Company (.2).



Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030913

Windstream Holdings, Inc.

Matter Number: 24706-31

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/20	Spencer Caldwell-McMillan	4.20	Revise trade agreements (2.1); correspond with Company re same (.5); revise settlement agreement (.9); correspond re trade agreements (.3); correspond re MSA provisions with C. Ceresa re same (.4).
05/08/20	Neda Davanipour	0.30	Telephone conference with Company and AM teams re vendors.
05/12/20	Spencer Caldwell-McMillan	2.00	Correspond re potential trade agreements with vendor counsel (.5); revise settlement letters (1.5).
05/13/20	Spencer Caldwell-McMillan	1.60	Review settlement letters and related noticing procedures (1.0); correspond with A&M re same (.2); telephone conference with A&M re same (.2); correspond with vendor counsel re contract next steps (.2).
05/13/20	John R. Luze	0.80	Review and analyze Verizon issues and implementation of settlement re same.
05/14/20	Spencer Caldwell-McMillan	0.20	Review trade agreement.
05/14/20	Neda Davanipour	0.50	Analyze contract analysis summary (.2); correspond with K&E team re same (.2); correspond re other vendor related issues with S. McMillan re same (.1).
05/15/20	Heidi Hockberger	0.60	Revise motion re Verizon settlement.
05/18/20	Spencer Caldwell-McMillan	0.80	Review contract summary (.3); correspond with C. Ceresa re same (.2); review rejection list (.3).
05/19/20	Spencer Caldwell-McMillan	2.50	Review rejection analysis and related research (1.7); telephone conference with A&M re rejection (.3); telephone conference with K&E team, Company and A&M re rejection issues (.3); research re rejection (.2).
05/19/20	Neda Davanipour	0.50	Correspond with and attend call with S. McMillan and C. Ceresa re various vendor related issues.
05/21/20	Spencer Caldwell-McMillan	2.20	Review contracts (1.7); correspond with C. Ceresa re analysis (.5).
05/26/20	Spencer Caldwell-McMillan	2.00	Prepare for and attend telephone conference with N. Davanipour re contract analysis (.6); review contract correspondence (.3); review rejection issues (.3); telephone conference with C. Ceresa re same (.2); review trade agreement (.6).

Legal Services for the Period Ending May 31, 2020

Invoice Number: 1050030913

Windstream Holdings, Inc.

Matter Number: 24706-31

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Spencer Caldwell-McMillan	2.90	Research re debtor analysis (1.2); review trade agreements (.5); telephone conference with Company re trade agreement (.2); telephone conference with A&M re vendor rejection (.3); telephone conference with C. Ceresa re same (.3); review trade agreements (.4).
05/28/20	Spencer Caldwell-McMillan	6.90	Telephone conference with C. Ceresa and A&M re rejection damages (.3); correspond with C. Ceresa re same (.4); telephone conference with N. Davanipour re same (.3); telephone conferences with vendor counsel (.1); review and revise trade agreements and correspond with Company re same (3.4); telephone conference with Company re trade agreement (.3); review trade agreement changes (2.1).
05/29/20	Spencer Caldwell-McMillan	3.10	Review trade agreements (1.1); correspond with C. Ceresa re correspondence with J. Luze (.5); review rejection materials (.8); review relevant agreement (.4); revise trade agreement and correspond with vendor and counsel re same (.3).
05/31/20	Spencer Caldwell-McMillan	0.70	Correspond with C. Ceresa re rejection (.2); review rejection notice (.5).
<b>Total</b>		<b>45.60</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030915**  
**Client Matter: 24706-33**

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## In the Matter of Mediation

For legal services rendered through May 31, 2020  
(see attached Description of Legal Services for detail)

\$ 4,759.50

Total legal services rendered

\$ 4,759.50

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Mediation

Invoice Number: 1050030915  
Matter Number: 24706-33

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Heidi Hockberger	4.00	845.00	3,380.00
Margaret Reiney	1.60	610.00	976.00
Brad Weiland	0.30	1,345.00	403.50
<b>TOTALS</b>	<b>5.90</b>		<b>\$ 4,759.50</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Mediation

Invoice Number: 1050030915  
 Matter Number: 24706-33

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
05/01/20	Heidi Hockberger	4.00	Telephone conferences with K&E team re settlement documents and settlement approval matters (2.8); correspond with K&E team re noticing matters (.2); review, analyze and summarize 9019 objections (1.0).
05/02/20	Margaret Reiney	1.60	Correspond with K&E team re mediation dates (.7); review and revise mediation dates (.9).
05/26/20	Brad Weiland	0.30	Correspond with Hon. S. Chapman and J. Eisen re case status.
<b>Total</b>		<b>5.90</b>	

**June 2020 – Fees**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030917**  
**Client Matter: 24706-7**

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**In the Matter of Adversary Proceedings, Contested Matters**

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 548,010.50

Total legal services rendered

\$ 548,010.50

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030917

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.50	340.00	170.00
Evelyn Blacklock	12.10	945.00	11,434.50
Carolyn E. Brown	68.60	610.00	41,846.00
Megan Buenviaje	3.20	395.00	1,264.00
Adam Collins	40.10	375.00	15,037.50
Joel DePalma	2.60	395.00	1,027.00
Uzo Dike	162.10	415.00	67,271.50
Joseph Dobrowski	69.70	275.00	19,167.50
Cassandra E. Fenton	65.80	835.00	54,943.00
Yates French	106.50	1,165.00	124,072.50
Kent J. Hayden	0.60	1,025.00	615.00
Erik Hepler	0.20	1,435.00	287.00
Stephen E. Hessler, P.C.	4.50	1,635.00	7,357.50
Harry W. Hild	6.30	320.00	2,016.00
Keith Holt	25.40	835.00	21,209.00
Richard U. S. Howell, P.C.	35.90	1,245.00	44,695.50
Diego Jorge Martinez-Krippner	21.20	725.00	15,370.00
Kiran Mehta	10.80	260.00	2,808.00
Carrie Therese Oppenheim	4.40	445.00	1,958.00
Jeremy Piniak	2.70	395.00	1,066.50
Harker Rhodes	7.70	1,095.00	8,431.50
Ravi Subramanian Shankar	11.90	1,075.00	12,792.50
Sara Shaw Tatum	1.80	945.00	1,701.00
Gregory Tsonis	36.20	970.00	35,114.00
Brad Weiland	41.90	1,345.00	56,355.50
<b>TOTALS</b>	<b>742.70</b>		<b>\$ 548,010.50</b>



Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Adversary Proceedings, Contested Matters

Invoice Number: 1050030917  
 Matter Number: 24706-7

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Adam Collins	1.50	Attend meeting re hearing and upcoming deadlines.
06/01/20	Uzo Dike	7.10	Update case calendar with confirmation prep deadlines (.7); prepare for and participate in team telephone conference re confirmation hearing, discovery and depositions (.9); coordinate transmittal of previously produced documents (.6); research and analyze documents re productions (3.3); correspond with Sandline PM team summarizing production specifications re same (.3); review productions for completeness (.7); correspond with counsel and transmit productions to same (.6).
06/01/20	Joseph Dobrowski	0.50	Revise case materials.
06/01/20	Yates French	6.50	Prepare for and attend team telephone conference (1.0); research (3.0); coordinate production of documents (2.5).
06/01/20	Erik Hepler	0.20	Correspond with R. Shankar re collateral exclusions issue.
06/02/20	Uzo Dike	3.50	Coordinate transmittal of productions (.8); correspond with Ropes & Gray to obtain missing documents (.4); coordinate and manage update of case materials and forward materials re same to J. Dobrowski (1.1); coordinate transmittal of document production to Sandline (.6); prepare document production and circulate to team for review (.6).
06/02/20	Joseph Dobrowski	1.80	Revise case materials.
06/02/20	Yates French	1.50	Draft discovery correspondence (1.0); coordinate production of documents (.5).
06/02/20	Carrie Therese Oppenheim	0.20	Compile, distribute Uniti adversary transcripts.
06/02/20	Harker Rhodes	0.90	Analyze timing for settlement appeal (.3); review and analyze Second Circuit precedent (.6).
06/03/20	Carolyn E. Brown	4.80	Research and analyze case law re adequate protection claims and valuation of collateral.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Uzo Dike	4.20	Correspond with Sandline PM team re document production (.6); prepare 1L document production and circulate to team (.6); coordinate revisions with Sandline team (.7); assist with organization of documents for potential production (1.4); coordinate logistics re collection of documents with Sandline team (.9).
06/03/20	Joseph Dobrowski	0.60	Revise case materials for attorneys' review.
06/03/20	Diego Jorge Martinez-Krippner	0.30	Telephone conference with G. Tsonis re onboarding for contested claims.
06/03/20	Harker Rhodes	0.40	Prepare for and participate in telephone conference with R. Howell re settlement appeal.
06/03/20	Brad Weiland	1.60	Review and analyze potential litigation arguments (1.2); telephone conferences and correspondence re same with team (.4).
06/04/20	Carolyn E. Brown	3.60	Research and analyze case law re adequate protection claims and valuation of collateral (3.4); correspond with R. Shankar re adequate protection claims and valuation of collateral (.2).
06/04/20	Uzo Dike	4.60	Review and revise documents for production (1.2); correspond with Y. French, C. Fenton, and Sandline PM team re processing same for production (.8); prepare and transmit data to Sandline FTP for review and production (.7); research and analyze Relativity documents re production (.9); correspond with Sandline re production specifications (.3); correspond with counsel and transmit production to same (.7).
06/04/20	Joseph Dobrowski	0.30	Revise case materials.
06/04/20	Carrie Therese Oppenheim	0.20	Correspond with K&E team re docketing of Uniti appeal.
06/04/20	Brad Weiland	2.10	Review and analyze potential litigation items re confirmation (.6); correspond re same with K&E team, PJT (.2); prepare for and participate in telephone conference re same with PJT and K&E team (1.3).
06/05/20	Carolyn E. Brown	2.70	Research and analyze case law re valuation of collateral and adequate protection claims.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030917

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/20	Uzo Dike	4.50	Review documents for transmittal to Sandline (1.7); correspond with Sandline PM team re processing data (.6); coordinate and manage update of case materials for (.9); update WIN/PJT/A&M document collection tracking chart (.8); correspond with C. Fenton re status of document production (.5).
06/05/20	Joseph Dobrowski	1.10	Revise case materials.
06/05/20	Cassandra E. Fenton	1.80	Analyze and coordinate document production (1.1); analyze expert analysis (.7).
06/05/20	Yates French	4.00	Coordinate production of documents (.7); research re confirmation reply brief (2.0); draft section of reply brief (1.3).
06/05/20	Keith Holt	0.30	Telephone conference with R. Shankar (.1); read and analyze case background materials sent by R. Shankar (.2).
06/05/20	Brad Weiland	0.70	Review and analyze potential litigation and discovery items.
06/06/20	Cassandra E. Fenton	1.00	Review and analyze expert analysis.
06/07/20	Uzo Dike	2.50	Research re documents within recent production (.7); update confirmation discovery collection materials (.8); coordinate editing confirmation data fields (1.0).
06/07/20	Cassandra E. Fenton	1.00	Review and analyze expert analysis.
06/07/20	Harker Rhodes	0.60	Review and analyze timing for settlement appeal (.4); correspond with R. Howell re same (.2).
06/07/20	Brad Weiland	0.80	Review and analyze discovery items and depositions, including timing re same. (.4); correspond with team re same (.4).
06/08/20	Carolyn E. Brown	8.20	Review and prepare documents for deposition preparation (2.3); research and analyze case law re waiver of non-dischargeability arguments in bankruptcy (5.9).
06/08/20	Adam Collins	3.50	Review and revise deposition materials.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Uzo Dike	7.50	Review and revise letter responding to Committee's letter re discovery issues (.8); compile documents for production (.7); correspond with Y. French and C. Fenton re same (.3); complete organization of A&M documents to be produced (1.4); correspond with Sandline summarizing production specifications (.6); assist C. Brown with preparation of T. Thomas witness file (2.2); review and revise document production for completeness (1.0); correspond with counsel and transmit productions to same (.5).
06/08/20	Joseph Dobrowski	2.00	Revise case materials.
06/08/20	Cassandra E. Fenton	5.40	Review and analyze expert reports (3.0); review and analyze documents for production (2.4).
06/08/20	Yates French	8.50	Draft discovery correspondence (1.5); office conference with opposing counsel (1.5); coordinate production of documents (2.0); review and revise draft pleadings (3.5).
06/08/20	Keith Holt	5.00	Review and analyze case background materials (2.9); draft outline of key documents, case timeline, and potential arguments (1.3); telephone conference with R. Shankar re case strategy (.8).
06/08/20	Diego Jorge Martinez-Krippner	2.00	Review materials to onboard for potential contested matter.
06/08/20	Harker Rhodes	1.10	Review and analyze ruling approving settlement (.9); prepare for telephone conference with E. Blacklock re same (.2).
06/08/20	Brad Weiland	0.60	Prepare and revise materials re litigation and discovery.
06/09/20	Evelyn Blacklock	0.40	Telephone conversation with H. Rhodes re background on and current status of case.
06/09/20	Evelyn Blacklock	4.00	Review relevant briefing and related materials from bankruptcy proceeding.
06/09/20	Carolyn E. Brown	11.20	Research and analyze case law re waiver of non-dischargeability in bankruptcy (1.6); research and analyze case law re valuation of collateral for purposes of plan confirmation (2.1); prepare for and attend telephone conferences re litigation claims (.8); research and analyze case law re appropriate methodology for valuing collateral (6.7).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Adam Collins	2.50	Assist with finalizing and preparing T. Thomas deposition materials.
06/09/20	Uzo Dike	4.80	Coordinate preparation of 9019 deposition invoice for reimbursement (.4); assist with deposition prep binders (1.3); correspond with C. Fenton, A. Collins, and P. Anderson re Little Rock copy vendor (.5); collect and organize additional A&M and PJT documents and production (1.3); review and assess Trustees' appellate materials and proposed briefing schedule (.5); update confirmation discovery collection materials (.8).
06/09/20	Joseph Dobrowski	0.30	Revise case materials.
06/09/20	Cassandra E. Fenton	6.90	Participate in telephone conference with experts (.8); participate in litigation strategy telephone conference (.5); analyze and review expert reports and analysis (4.5); analyze and draft scheduling order (1.1).
06/09/20	Yates French	7.50	Participate in telephone conference re expert reports (.8); participate in litigation strategy telephone conference with K&E team (.5); analyze and review expert reports (4.8); review scheduling order (1.4).
06/09/20	Kent J. Hayden	0.60	Prepare for and participate in team meeting re case strategy.
06/09/20	Diego Jorge Martinez-Krippner	0.40	Telephone conference with G. Tsonis re litigation strategy.
06/09/20	Diego Jorge Martinez-Krippner	0.30	Attend restructuring and litigation weekly team telephone conference re strategy.
06/09/20	Harker Rhodes	1.00	Prepare for and participate in telephone conference with E. Blacklock re settlement appeal (.8); review and analyze statement of issues and designation of record (.2).
06/09/20	Gregory Tsonis	5.50	Telephone conference with Litigation team re other litigation (.4); telephone conference with Bankruptcy team re other litigation (.4); conference with D. Martinez-Krippner re other litigation (.4); review and analyze precedent re recharacterization issue and other litigation issues (4.3).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Brad Weiland	1.30	Prepare and revise materials re potential litigation (.5); correspondence re expert reports with K&E team, experts (.4); review and analyze research re lien rights and confirmation arguments (.4).
06/10/20	Evelyn Blacklock	0.20	Review statement of issues and designation of record filed by appellant.
06/10/20	Uzo Dike	7.20	Assist with deposition preparation and coordinate video logistics re same (.8); prepare, proofread and file Stipulated Scheduling Order (1.1); assist C. Fenton with organization of additional documents for production (1.4); correspond with Sandline PM team re production specifications (.6); assist team with preparation of expert reports (2.1); review and revise documentation production for completeness (.7); correspond with counsel re document production (.5).
06/10/20	Joseph Dobrowski	1.30	Revise case materials.
06/10/20	Cassandra E. Fenton	7.80	Review and analyze expert reports and analysis (2.6); participate in deposition preparation of T. Thomas (3.0); analyze and review documents (1.6); analyze deposition topics (.6).
06/10/20	Yates French	8.00	Prepare for and attend creditor depositions (4.8); office conference with opposing counsel (1.2); review and revise draft expert reports (2.0).
06/10/20	Richard U. S. Howell, P.C.	7.50	Prepare for and attend deposition preparation sessions (2.2); telephone conferences re open confirmation discovery and litigation strategy issues (2.0); prepare and review correspondence re same (1.7); review and provide comments to draft materials (1.6).
06/10/20	Harker Rhodes	0.10	Review opening brief in GLM appeal.
06/10/20	Ravi Subramanian Shankar	2.80	Research re confirmation objections (1.7); revise memorandum re same (1.1).
06/10/20	Brad Weiland	1.40	Review and analyze confirmation case materials and potential litigation, discovery (.8); correspond with working group re same (.6).
06/11/20	Carolyn E. Brown	1.40	Research and analyze case law re abstention by bankruptcy courts.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Adam Collins	1.50	Assist with finalizing N. Grossi expert report.
06/11/20	Uzo Dike	10.00	Organize materials re standing motions (1.2); assist with preparation and transmittal of letter to Committee re Plan confirmation discovery (.8); correspond with Y. French re same (.3); research and analyze documents for production (.8); correspond with Sandline PM team re production specifications (.6); final review and quality check of production for completeness (.5); correspond with counsel and transmit A&M production to same (.4); assist with final preparation, proof and service of N. Grossi and N. Leone expert report (4.9); correspond with C. Fenton re same (.5).
06/11/20	Joseph Dobrowski	0.90	Revise DMS re newly received case materials for attorneys' review.
06/11/20	Cassandra E. Fenton	11.60	Review and analyze expert reports (8.7); participate in telephone conferences re expert reports (1.5); analyze document for production (1.4).
06/11/20	Yates French	9.50	Review and revise draft expert reports (2.5); attend telephone conference with expert witnesses (3.8); prepare for upcoming depositions (3.2).
06/11/20	Harry W. Hild	0.80	Draft scheduling notification and correspond with K&E team.
06/11/20	Keith Holt	7.60	Research and analyze choice of law principles for litigation against American Arbitration Association (1.2); prepare for telephone conference with Company re dispute overview and litigation strategy (.2); telephone conference with Company re same (.5); follow-up telephone conference with R. Shankar re litigation strategy and case work streams (.2); draft and send R. Shankar list of information and document requests for Company (.4); research and analyze case law re contract principles applicable to American Arbitration Association Consumer Rule (2.4); research and analyze case law re scope of arbitral immunity (2.7).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Harker Rhodes	1.10	Review Second Circuit, district court, and bankruptcy dockets re designation of appellees (.2); coordinate preparation of scheduling request (.2); correspond with S. Tatum re project scope and timing (.2); prepare for introductory telephone conference with S. Tatum (.5).
06/11/20	Sara Shaw Tatum	0.20	Correspond with H. Rhodes re litigation onboarding (.1); review opening brief (.1).
06/11/20	Brad Weiland	1.20	Review and analyze open litigation and discovery items, strategy re same (.4); correspond and telephone conferences with working group re same (.8).
06/12/20	Carolyn E. Brown	7.70	Research and analyze case law re abstention by bankruptcy courts (4.7); draft memorandum re same (3.0).
06/12/20	Megan Buenviaje	0.50	Coordinate preparation of deposition exhibits for attorney review.
06/12/20	Uzo Dike	5.70	Coordinate final preparations for deposition and video logistics (.7); coordinate collection of final deposition transcripts and circulate same to K&E team (.6); telephone conference with R. Shankar re case background of AAA proceeding and document collection (.4); assist with preparation of draft search terms and document collection protocol (2.0); coordinate and manage update of case and DMS folders and forward materials re same to J. Dobrowski (.7); update Plan confirmation discovery collection tracking log (.9); correspond with F. Petrie and C. Oppenheim re draft of remote evidentiary hearing order (.4).
06/12/20	Joseph Dobrowski	3.60	Revise case materials (2.4); revise deposition exhibits database (1.2).
06/12/20	Cassandra E. Fenton	2.00	Coordinate deposition preparation (.8); analyze documents re deposition prep (1.2).
06/12/20	Yates French	10.20	Prepare for and defend Tony Thomas deposition (6.2); prepare witnesses for upcoming depositions (2.5); research re confirmation briefing (1.5).



Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030917

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Richard U. S. Howell, P.C.	6.90	Prepare for and attend portions of depositions for confirmation hearing (3.3); prepare and review correspondence re open confirmation issues (2.6); telephone conferences re same (1.0).
06/12/20	Harker Rhodes	1.10	Prepare for and participate in introductory telephone conference with S. Tatum (.8); review record (.3).
06/12/20	Ravi Subramanian Shankar	5.60	Supervise and research re confirmation objections (4.6); conference with Company re AAA fact investigation (.4); strategize re same (.6).
06/12/20	Sara Shaw Tatum	0.70	Conference with H. Rhodes re on-boarding, case background, appellate brief schedule.
06/12/20	Gregory Tsonis	6.60	Research and analyze precedent re confirmation and draft summary analysis.
06/12/20	Brad Weiland	2.20	Review and analyze litigation and discovery items (.8); prepare and revise materials re same (.9); correspond and telephone conferences with working group re same (.5).
06/13/20	Cassandra E. Fenton	1.30	Review and analyze documents re deposition preparation.
06/14/20	Uzo Dike	3.50	Assist with preparation of expert deposition preparation materials (2.5); correspond with C. Fenton re same (.3); coordinate logistics re binder preparation with vendor (.4); correspond with team and Company to transmit final R. Thomas deposition transcript and exhibits (.3).
06/14/20	Cassandra E. Fenton	1.80	Review and analyze documents re deposition preparation (.5); analyze schedule and draft summary re status (1.3).
06/14/20	Sara Shaw Tatum	0.70	Review lower court decision and opening brief (.6); correspond with H. Hild re binders for same (.1).
06/15/20	Carolyn E. Brown	1.70	Review scheduling order re hearing dates (.4); research and analyze case law re valuation of collateral (1.3).
06/15/20	Joseph Dobrowski	1.70	Revise DMS re newly received case materials for attorneys' review.
06/15/20	Cassandra E. Fenton	0.50	Analyze document production.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Yates French	12.20	Prepare for and attend witness prep session (5); draft briefing in support of confirmation (4); review produced documents (2.2); review and revise draft exhibit list (1).
06/15/20	Diego Jorge Martinez-Krippner	3.20	Research procedural questions for potential contested mater.
06/15/20	Gregory Tsonis	5.20	Review and analyze precedent and draft summary (4.7); prepare for telephone conference with opposing counsel (.2); conference with opposing counsel re claim (.3).
06/15/20	Brad Weiland	2.20	Prepare and revise litigation argument materials (1.1); correspond and telephone conferences re depositions, discovery with team (.7); follow up re same (.4).
06/16/20	Megan Buenviaje	0.50	Coordinate preparation of deposition exhibits for attorney review.
06/16/20	Adam Collins	0.80	Compile and organize deposition materials.
06/16/20	Uzo Dike	10.50	Prepare, review, and file of letter re discovery issues (1.7); review and revise notice of confirmation procedures re June 24 hearing (1.2); compile expert reliance materials (3.2); assist team with preparation for N. Leone deposition (3.2); coordinate processing of Committee's production of expert materials (.5); coordinate and manage update of case materials (.7).
06/16/20	Joseph Dobrowski	4.90	Revise case materials.
06/16/20	Cassandra E. Fenton	0.20	Analyze document production.
06/16/20	Yates French	13.20	Prepare for and defend Tony Thomas deposition (7.0); prepare witnesses for upcoming depositions (3.2); research re confirmation briefing (3.0).
06/16/20	Harry W. Hild	2.50	Set up associate PACER account and second circuit admission process (2.3); set up notifications (.2).
06/16/20	Keith Holt	2.20	Telephone conference with R. Shankar re case materials (.4); correspond with Company re document collection efforts (.1); attend telephone conference with K&E team re status (.2); attend telephone conference with K&E team (.2); review and analyze fact materials (1.3).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Richard U. S. Howell, P.C.	8.00	Review rebuttal expert report and other pretrial materials (1.3); prepare and review correspondence re open litigation and discovery issues for confirmation (3.0); prepare for and attend witness preparation sessions for depositions (2.5); telephone conferences to discuss open confirmation issues (1.2).
06/16/20	Diego Jorge Martinez-Krippner	0.20	Telephone conference with K&E team re strategy and upcoming deadlines.
06/16/20	Diego Jorge Martinez-Krippner	0.20	Telephone conference with K&E team re strategy and upcoming deadlines.
06/16/20	Kiran Mehta	1.50	Correspond with S. Tatum and H. Hild re Second Circuit admission requirements.
06/16/20	Ravi Subramanian Shankar	0.40	Research re confirmation objection.
06/16/20	Sara Shaw Tatum	0.20	Review second circuit filings.
06/16/20	Gregory Tsonis	4.30	Research and analyze precedent re litigation and draft memorandum (3.3); conference with K&E team re litigation (.2); conference with bankruptcy and litigation attorneys via telephone re litigation (.3); review complaint re litigation (.5).
06/16/20	Brad Weiland	2.10	Correspond with K&E team re litigation status and depositions (.4); telephone conference with K&E team re litigation and confirmation hearing (.7); review and analyze argument for confirmation (.5); review and analyze omnibus hearing matters (.5).
06/17/20	Evelyn Blacklock	0.70	Review schedule for filing appeal briefs (.1); correspond with H. Rhodes, C. Fenton, and C. Oppenheim re drafting record designation for appeal (.3); telephone conversation with C. Oppenheim re same (.2); review sample record designations from C. Oppenheim (.1).
06/17/20	Carolyn E. Brown	6.40	Review and analyze case law re Section 552 and valuation of secured collateral (.3); review and analyze final expert reports (1.0); draft expert declarations (5.1).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Uzo Dike	8.60	Review and circulate expert materials to K&E team (.8); coordinate logistics re expert depositions with Planet Depos (.8); assist with final preparation for N. Leone deposition (.8); assist with preparation for K. Nystrom expert deposition (2.3); correspond with Company, R. Shankar and A. Collins re transmittal of documents re arbitration matter (.6); correspond with K&E team re June 24 hearing logistics (.5); assist with preparation for N. Grossi deposition (2.8).
06/17/20	Joseph Dobrowski	6.20	Revise case materials (5.6); revise fields in deposition exhibits database (.6).
06/17/20	Yates French	12.70	Prepare for and attend Leone deposition (6.0); prepare for and attend witness prep session (3.0); review and revise exhibit list (2.0); review and revise briefing in support of confirmation (1.7).
06/17/20	Harry W. Hild	2.50	Finalize and file scheduling notification (1.1); continue to set up associate filing account for admission (.8); review contents for binders (.6).
06/17/20	Keith Holt	0.50	Review and analyze case law (.3); review and analyze background materials from Company (.2).
06/17/20	Diego Jorge Martinez-Krippner	8.80	Research and draft memorandum re procedural issues for potential contested matter.
06/17/20	Kiran Mehta	2.00	Compile all cases cited in district court opinion and opening brief (1.2); organize case materials (.8).
06/17/20	Kiran Mehta	1.50	Prepare and compile S. Tatum's application for admission to the Second Circuit (.5); draft addendum for application (.5); distribute to H. Rhodes and S. Tatum for signatures (.3); telephone conference with H. Hild re same (.2).
06/17/20	Carrie Therese Oppenheim	1.40	Research precedent re counter-designations on appeal (.6); draft same (.6); telephone conference with E. Blacklock re SDNY local rules (.2).
06/17/20	Harker Rhodes	0.50	Review, revise, and coordinate filing of scheduling notification (.4); correspond with K&E team re same (.1).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

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06/17/20	Ravi Subramanian Shankar	2.00	Prepare for and attend telephone conference with K&E team re expert reports (1.1); review and analyze materials re contract rejection dispute (.9).
06/17/20	Gregory Tsonis	3.60	Review and analyze precedent re confirmation issues.
06/17/20	Brad Weiland	2.90	Prepare for uncontested hearing (.5); review and analyze deposition and expert materials (1.2); correspond with team re expert evidence (.4); follow up re same (.2); review and analyze confirmation litigation argument items (.6).
06/18/20	Evelyn Blacklock	1.00	Correspond with H. Rhodes, C. Fenton, and B. Weiland re record designation items for appeal (.3); draft designation (.6); correspond with C. Fenton re same (.1).
06/18/20	Carolyn E. Brown	0.40	Prepare for and attend telephone conference with R. Shankar and J. Stupar re litigation strategy.
06/18/20	Carolyn E. Brown	4.30	Draft and revise expert declarations (.8); review and analyze previously filed declaration by opposing expert witness (.5); research and analyze case law re 552(b) and attachment of liens to post-petition revenues (3.0).
06/18/20	Megan Buenviaje	0.80	Correspond with A. Collins re processing Company AAA collection (.2); coordinate preparation of deposition exhibits (.6).
06/18/20	Adam Collins	3.30	Compile and organize potential hearing exhibits (2.0); compile and organize deposition exhibits (.8); compile and organize AAA materials from Company (.5).
06/18/20	Uzo Dike	10.70	Coordinate logistics re participation in Zoom video confirmation hearing (2.3); assist with final preparation for N. Grossi expert deposition (1.1); prepare for and participate in K&E team telephone re confirmation brief prep (.9); prepare initial draft of Debtors' Hearing Exhibit List (1.4); research and analyze Relativity for potential hearing exhibits for team review (1.7); correspond with C. Fenton and A. Collins re same (.5); assist Y. French with preparation for K. Nystrom expert deposition (2.8).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

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06/18/20	Joseph Dobrowski	4.60	Revise case materials (3.6); revise fields in deposition exhibits database (1.0).
06/18/20	Keith Holt	0.40	Review and analyze draft interrogatories (.2); review and analyze draft requests for production (.2).
06/18/20	Diego Jorge Martinez-Krippner	0.90	Revise memorandum re procedural issue re potential contested matters.
06/18/20	Kiran Mehta	3.50	Review dockets and compile case materials (2.9); correspond with S. Tatum re application for admission to second circuit (.6).
06/18/20	Brad Weiland	1.90	Prepare and revise materials re confirmation argument (.8); correspond and telephone conferences with team, Company re litigation and discovery (1.1).
06/19/20	Evelyn Blacklock	1.60	Review third-party pleadings from C. Fenton (.2); revise draft record designation re same (.9); correspond with C. Fenton re same (.3); correspond with C. Harker re same (.2).
06/19/20	Carolyn E. Brown	9.00	Research and analyze case law re Section 552(b) and collateral value (2.1); review and revise expert declarations (2.3); review and analyze objections filed by Committee and Trustee (.5); attend telephone conference re confirmation strategy (.6); draft and revise response to objections re Section 1129 and best interests test (3.5).
06/19/20	Megan Buenviaje	1.40	Coordinate preparation of deposition exhibits for attorney review (.5); coordinate review workspace setup (.5); correspond with K&E team re same (.4).
06/19/20	Adam Collins	14.50	Attend deposition of K. Nystrom (2.5); attend K&E team meeting re hearing deadlines (.8); update master production log tracker (1.0); compile and organize hearing exhibits (7.0); compile and organize AAA materials per attorney request (.7); compile and organize joint hearing exhibit list (2.5).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Uzo Dike	13.30	Review and revise motion to extend page limit re confirmation brief (1.1); assist with preparation for K. Nystrom expert deposition (.9); correspond with Y. French and A. Collins re same (.5); review and circulate Committee and Trustees' objections to K&E team and Company (.8); review N. Grossi and K. Nystrom deposition exhibits and circulate same to K&E team (.9); revise draft Debtors' hearing exhibit list (3.9); compile potential Debtors' hearing exhibits (4.0); correspond with C. Fenton and A. Collins re same (.6); participate in K&E team telephone conference re confirmation brief (.6).
06/19/20	Joseph Dobrowski	6.70	Revise case materials (5.0); revise deposition exhibits database (1.7).
06/19/20	Cassandra E. Fenton	11.90	Analyze documents re exhibit list (2.5); draft and revise motion to exceed page limit (1.1); analyze and revise documents re confirmation hearing preparation (3.9); prepare for and participate in witness preparation re confirmation hearing (2.1); review and analyze confirmation objections (1.3); participate in telephone conferences re claims objections (1.0).
06/19/20	Yates French	12.70	Prepare for and attend Nystrom deposition (4.7); attend telephone conference with re hearing preparation (1.0); review and revise draft briefing in support of confirmation (2.2); prepare for confirmation hearing (4.8).
06/19/20	Diego Jorge Martinez-Krippner	4.90	Research procedural issues and draft memorandum re same for potential contested matter.
06/19/20	Jeremy Piniak	0.20	Coordinate data collection specifications with A. Collins and Sandline.
06/19/20	Gregory Tsonis	5.00	Review and analyze precedent re confirmation issues and draft correspondence (2.2); review, analyze and revise draft memorandum (.4); review and analyze precedent and draft memorandum re litigation (1.8); conference via telephone with attorneys re reply brief (.6).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030917

Windstream Holdings, Inc.

Matter Number:

24706-7

Adversary Proceedings, Contested Matters

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06/19/20	Brad Weiland	3.30	Telephone conference with K&E team re litigation (.4); review and analyze litigation matters and pleadings (1.9); prepare and revise materials re argument re same (1.0).
06/20/20	Carolyn E. Brown	6.90	Review and analyze objectors' case law re recharacterization (1.5); draft reply brief re recharacterization and pre-petition claims (3.9); draft reply brief re Section 552(a) and settlement proceeds (1.5).
06/20/20	Adam Collins	4.50	Assist with finalizing joint hearing exhibits and list.
06/20/20	Uzo Dike	8.50	Review and analyze Committee's and Trustees' Plan objection briefs to create excel chart of T. Thomas, N. Grossi and N. Leone deposition testimony for attorney trial preparation (4.8); correspond with team attaching excel spreadsheets of same (.2); coordinate and manage preparation of draft Joint Hearing Exhibit List (2.6); correspond with C. Fenton and A. Collins re same (.4); circulate draft Joint exhibit list to team for review (.2); participate in team telephone conferences re status of Plan confirmation brief and replies to objections (.3).
06/20/20	Jeremy Piniak	0.50	Coordinate preparation of hearing exhibits.
06/20/20	Brad Weiland	2.70	Review litigation/confirmation cases (1.8); review and analyze hearing argument for confirmation (.9).
06/21/20	Evelyn Blacklock	0.90	Review revisions to draft designation of appeal record (.2); input revisions and review (.5); correspond with C. Fenton and C. Oppenheim re motion to accept sealed documents (.1); correspond with H. Rhodes re updated version (.1).



Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

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06/21/20	Uzo Dike	17.50	Participate in K&E team conference re strategy (1.3); review and revise declaration of D. Hartie (.7); revise Joint Hearing Exhibit List (4.2); revise declarations of N. Grossi, N. Leone and T. Thomas (1.9); research and revise confirmation brief (5.9); correspond with K&E team re same(.8); correspond with C. Oppenheim and A. Collins re same (.7); correspond with Court, counsel and Company re final Exhibit List and Debtors' Declarations (.7); coordinate logistics re June 22 Zoom practice video meeting (.5); coordinate transmittal of final Joint Hearing exhibits to counsel and Court (.8).
06/21/20	Joseph Dobrowski	10.00	Review and revise exhibits to confirmation brief (9.3); assist with preparation of joint confirmation hearing exhibits (.7).
06/21/20	Cassandra E. Fenton	12.60	Analyze documents re confirmation hearing (2.6); coordinate filing of witness declarations (1.5); analyze case status and deadlines (.5); review and analyze joint exhibit list (1.9); draft and revise confirmation reply (5.1); participate in telephone conferences re confirmation reply (1.0).
06/21/20	Jeremy Piniak	0.80	Prepare and update document coding for hearing exhibit stamping (.6); review same with A. Collins (.2).
06/22/20	Anthony Abate	0.50	Draft template motion to seal designation of record on appeal.
06/22/20	Evelyn Blacklock	1.10	Review revised draft designation from H. Rhodes (.2); review and revise motion to accept sealed material (.5); research procedure for filing designation (.3); correspond with K&E team re filing designation and motion (.1).
06/22/20	Adam Collins	8.00	Review and revise exhibits to confirmation brief (7.0); assist with preparation of joint confirmation hearing exhibits (1.0).
06/22/20	Joel DePalma	0.70	Correspond with K&E team re document review (.4); draft PowerPoint presentation (.3).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

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06/22/20	Uzo Dike	12.20	Research cases/authority cited in confirmation brief (2.2); coordinate final fact check of documents cited in same (1.1); coordinate and manage preparation of final Howell Declaration in Support of confirmation brief (2.1); correspond with C. Oppenheim and A. Abate re same (.6); prepare for and attend Zoom test meeting for June 24 hearing (.7); coordinate delivery of Joint Exhibit binders to Judge Drain (.6); assist Y. French with preparation of K. Nystrom cross examination (2.5); coordinate transmittal of Debtors' confirmation brief and Howell Declaration (.8); assist team with preparation for Plan confirmation hearing (1.6).
06/22/20	Joseph Dobrowski	10.00	Review and revise exhibits to confirmation brief (4.2); review joint confirmation hearing exhibits (.6); revise case materials (5.2).
06/22/20	Stephen E. Hessler, P.C.	2.20	Telephone conference and correspond with K&E team re contested hearing and next steps.
06/22/20	Keith Holt	1.80	Review and analyze new fact materials sent by Company (1.6); telephone conference with K&E team re same (.1); telephone conference with R. Shankar re same (.1).
06/22/20	Kiran Mehta	1.50	Review and revise hearing binders.
06/22/20	Jeremy Piniak	0.50	Coordinate preparation of Company documents.
06/22/20	Harker Rhodes	0.50	Review and revise designation of record (.3); correspond with K&E team re same (.2).
06/22/20	Brad Weiland	4.20	Review and revise materials for contested hearing (2.3); correspond and telephone conferences with K&E team re same (1.2); correspond and telephone conference with Company re same (.5); follow up re same (.2).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Evelyn Blacklock	2.00	Review draft record designation and motion to accept sealed materials (.7); review and revise same (.2); correspond with C. Oppenheim re filing (.2); research district court rules(.6); coordinate filing both items with C. Oppenheim (.1); correspond with C. Oppenheim re serving courtesy copies (.1); correspond with B. Weiland, S. Hessler, R. Howell, H. Rhodes, and C. Fenton re same (.1).
06/23/20	Joel DePalma	1.90	Correspond with K&E team re document review (.7); revise closing argument presentation (1.2)
06/23/20	Uzo Dike	12.00	Prepare for and participate in telephone conference with K&E team re Plan confirmation hearing (.8);revise chart of Zoom hearing participants (.6); coordinate preparation of new Joint Exhibits, revised exhibit list, and potential closing slides (.6); correspond with E. Andino re hearing and Zoom video logistics (.5); assist Y. French with preparation for K. Nystrom cross examination (4.1); assist team with preparation for and coordination of logistics re Plan confirmation hearing (5.4).
06/23/20	Joseph Dobrowski	8.50	Assist with preparation of cross-examination materials (3.1); revise case materials (4.9); revise deposition exhibits database (.5).
06/23/20	Kiran Mehta	0.30	Correspond with mailroom re document transmission.
06/23/20	Carrie Therese Oppenheim	2.60	Finalize, file counter-designation of appeal (.8); correspond with E. Blacklock re same (.3); prepare, file motion to seal record (.7); review Judge Briccetti and district court procedures re courtesy copy and requirement (.6); arrange same (.2).
06/23/20	Jeremy Piniak	0.70	Correspond with A. Collins re document review (.4); update review workflow settings (.3).
06/23/20	Brad Weiland	3.40	Prepare and revise materials for contested hearing (1.6); review and analyze cases and briefing (.6); review and analyze discovery materials, including declarations and reports (.9); follow up re same (.3).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Uzo Dike	1.70	Complete final preparations for Plan confirmation hearing.
06/24/20	Joseph Dobrowski	2.40	Revise case materials for attorneys' review.
06/24/20	Harry W. Hild	0.50	Review and revise second circuit admission package.
06/24/20	Keith Holt	0.80	Research and analyze New York law re oral amendments to contracts.
06/24/20	Richard U. S. Howell, P.C.	5.30	Telephone conferences to prepare for additional confirmation hearing arguments (3.5); prepare and review correspondence re same (1.8).
06/24/20	Kiran Mehta	0.50	Telephone conference with H. Hild re S. Tatum admission application (.2); correspond with second circuit admissions office re same (.3).
06/24/20	Ravi Subramanian Shankar	1.10	Assist in confirmation hearing legal analysis and preparation.
06/24/20	Gregory Tsonis	4.30	Conference via telephone with attorney team re research (.8); research and analyze precedent re confirmation research and draft summary (3.5).
06/24/20	Brad Weiland	3.10	Review and analyze litigation and discovery materials (.7); prepare and revise argument materials re same (1.1); correspond with working group re same (.4); telephone conferences with Company, K&E team re confirmation litigation (.9).
06/25/20	Carolyn E. Brown	0.30	Attend telephone conference re confirmation hearing strategy.
06/25/20	Uzo Dike	2.00	Assist with final preparation for conclusion of Plan confirmation oral argument (1.2); coordinate and manage update of case materials (.8).
06/25/20	Stephen E. Hessler, P.C.	2.30	Telephone conference and correspond with K&E team re litigation points and next steps.
06/25/20	Keith Holt	2.20	Research and analyze New York law re oral contract modification.
06/25/20	Keith Holt	4.60	Draft case materials re document collection efforts and status (2.8); compile document collection (1.8).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030917

Windstream Holdings, Inc.

Matter Number: 24706-7

Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Richard U. S. Howell, P.C.	5.50	Telephone conferences re confirmation hearing (2.8); prepare and review correspondence re same (1.4); telephone conferences re post-confirmation litigation and related issues (1.3).
06/25/20	Brad Weiland	4.20	Review and analyze research re open litigation/argument points (2.3); prepare and revise materials re same (1.2); correspond and telephone conferences re same with team (.7).
06/26/20	Evelyn Blacklock	0.20	Telephone conference with H. Rhodes re equitable mootness and expedited briefing.
06/26/20	Joseph Dobrowski	2.30	Revise case materials.
06/26/20	Richard U. S. Howell, P.C.	2.70	Prepare and review correspondence re open post-confirmation litigation issues (1.8); review memoranda and other materials from R. Shankar, J. Stupar, and G. Tsonis re open litigation items (.6); review materials re 9019 appeal (.3).
06/26/20	Harker Rhodes	0.40	Prepare for and participate in telephone conference with E. Blacklock re appellate timeline and opposing potential motion to expedite.
06/26/20	Gregory Tsonis	1.70	Research and analyze precedent and draft memorandum.
<b>Total</b>		<b>742.70</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030918**  
**Client Matter: 24706-8**

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**In the Matter of Automatic Stay Matters**

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 14,673.00

Total legal services rendered

\$ 14,673.00

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Automatic Stay Matters

Invoice Number: 1050030918  
Matter Number: 24706-8

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	1.20	340.00	408.00
Carrie Therese Oppenheim	4.10	445.00	1,824.50
Francis Petrie	5.50	845.00	4,647.50
Margaret Reiney	9.50	610.00	5,795.00
Tommy Scheffer	2.70	740.00	1,998.00
<b>TOTALS</b>	<b>23.00</b>		<b>\$ 14,673.00</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030918

Windstream Holdings, Inc.

Matter Number:

24706-8

Automatic Stay Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/09/20	Carrie Therese Oppenheim	0.30	Review, submit Arrow Global stipulation to chambers.
06/12/20	Carrie Therese Oppenheim	1.20	Compile Modell's utilities order and related documents (.8); review local rules and procedures re filing and appearances (.4).
06/12/20	Francis Petrie	1.70	Correspond with Company re motion to lift stay (.6); review materials and procedures re same (.5); review and revise draft motion (.6).
06/12/20	Margaret Reiney	1.40	Review and revise notice of relief from stay (1.2); correspond with K&E team re same (.2).
06/12/20	Tommy Scheffer	0.60	Correspond with K&E team re Modell's lift stay motion (.4); review and revise same (.2).
06/13/20	Margaret Reiney	2.70	Review and revise motion for relief from stay (1.8); review precedent re same (.7); review and revise motion to shorten notice re same (.2).
06/13/20	Tommy Scheffer	1.30	Correspond with K&E team re lift stay motion (.4); review and revise same (.9).
06/15/20	Anthony Abate	1.20	Draft motion to lift stay re Modell's and motion to shorten notice re same (.5); research New Jersey precedent re same (.3); coordinate with K&E team re same (.4).
06/15/20	Carrie Therese Oppenheim	2.30	Review D.N.J. local rules and procedures re automatic stay motions (.7); revise Modell's draft motion for relief stay (1.1); research precedent re same (.5).
06/15/20	Francis Petrie	2.70	Correspond with Company re Modell's motion (.8); review and revise same (1.0); correspond with local counsel re same (.4); correspond with K&E team re same (.5).
06/15/20	Margaret Reiney	4.20	Review and revise lift stay materials (2.3); correspond with Company and K&E team re same (.8); draft notice of default (.7); research re D.N.J. local rules (.4).
06/15/20	Tommy Scheffer	0.80	Correspond with K&E team re relief from stay motion.
06/16/20	Carrie Therese Oppenheim	0.30	Revise J. Luze letter re Modell's notice of default.



Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Automatic Stay Matters

Invoice Number: 1050030918  
 Matter Number: 24706-8

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Francis Petrie	1.10	Correspond with Company re Modell's strategy (.6); review and revise materials re same (.5).
06/16/20	Margaret Reiney	0.70	Review correspondence re automatic stay motion (.5); review notice of default (.2).
06/17/20	Margaret Reiney	0.50	Review and revise automatic stay motion (.3); correspond with K&E team and Company re same (.2).
<b>Total</b>		<b>23.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030919**

**Client Matter: 24706-10**

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## In the Matter of Business Operations

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 2,349.50

Total legal services rendered

\$ 2,349.50

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Business Operations

Invoice Number: 1050030919  
Matter Number: 24706-10

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Spencer Caldwell-McMillan	0.20	740.00	148.00
Francis Petrie	2.10	845.00	1,774.50
Margaret Reiney	0.70	610.00	427.00
<b>TOTALS</b>	<b>3.00</b>		<b>\$ 2,349.50</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030919

Windstream Holdings, Inc.

Matter Number:

24706-10

Business Operations

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**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Francis Petrie	0.40	Correspond with Company re court procedures, business plans (.2); review materials re same (.2).
06/08/20	Spencer Caldwell-McMillan	0.20	Correspond with K&E team re utility customer issue.
06/08/20	Margaret Reiney	0.20	Review and revise board meeting materials.
06/09/20	Margaret Reiney	0.50	Review and revise board materials (.2); correspond with K&E team and A&M re same (.3).
06/10/20	Francis Petrie	0.50	Telephone conference with Company re weekly PMO session (.3); review materials re same (.2).
06/18/20	Francis Petrie	0.90	Review and revise notice of default (.4); correspond with Company, K&E team re strategy, same (.5).
06/18/20	Francis Petrie	0.30	Revise and serve Modell's notice of default.
<b>Total</b>		<b>3.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030920**  
**Client Matter: 24706-11**

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## In the Matter of Case Administration

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 13,341.50

Total legal services rendered

\$ 13,341.50

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Case Administration

Invoice Number: 1050030920  
 Matter Number: 24706-11

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	8.60	340.00	2,924.00
Chris Ceresa	0.20	610.00	122.00
Hannah Kupsky	7.90	340.00	2,686.00
Carrie Therese Oppenheim	6.00	445.00	2,670.00
Francis Petrie	2.20	845.00	1,859.00
Margaret Reiney	2.90	610.00	1,769.00
Tommy Scheffer	0.50	740.00	370.00
Brad Weiland	0.70	1,345.00	941.50
<b>TOTALS</b>	<b>29.00</b>		<b>\$ 13,341.50</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030920

Windstream Holdings, Inc.

Matter Number:

24706-11

Case Administration

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/02/20	Anthony Abate	0.60	Review and revise June 18 hearing agenda.
06/02/20	Chris Ceresa	0.20	Revise materials re work in process.
06/02/20	Carrie Therese Oppenheim	0.40	Review June 18 hearing agenda.
06/02/20	Margaret Reiney	0.40	Review and revise weekly work in process materials.
06/03/20	Margaret Reiney	0.80	Review and revise work in process materials (.4); telephone conference with K&E team re same (.4).
06/03/20	Brad Weiland	0.70	Review and analyze administrative items including document collection.
06/08/20	Carrie Therese Oppenheim	0.20	Revise June 18 hearing agenda.
06/08/20	Margaret Reiney	0.40	Review and revise work in process.
06/09/20	Anthony Abate	1.00	Draft template confirmation hearing agenda (.6); compile, organize, and distribute recently filed pleadings in bankruptcy case and related appeal for K&E team (.4).
06/09/20	Margaret Reiney	0.40	Review and revise materials re work in process.
06/10/20	Anthony Abate	0.70	Attend telephone conference with K&E team re work in process (.5); search for and distribute Judge Drain order re remote evidentiary hearings in Retrieval-Masters bankruptcy case (.2).
06/10/20	Margaret Reiney	0.90	Telephone conference with K&E team re work in process (.6); review and revise materials re same (.3).
06/11/20	Carrie Therese Oppenheim	0.40	Revise June 18 hearing agenda.
06/12/20	Francis Petrie	0.70	Correspond with chambers re notice of procedures, upcoming hearings (.2); review and revise notice and order (.5).
06/15/20	Anthony Abate	0.60	Compile and distribute recent case filings (.4); draft CNO re fourth exclusivity motion (.2).
06/15/20	Hannah Kupsky	1.50	Prepare and revise binders for June 18 hearing.
06/16/20	Anthony Abate	0.50	Compile and distribute recent case filings.
06/16/20	Hannah Kupsky	2.90	Prepare for and file CNOs, stipulation and serve re same.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030920

Windstream Holdings, Inc.

Matter Number:

24706-11

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Carrie Therese Oppenheim	2.00	Revise June 18 hearing agenda (.4); finalize, file same (.3); compile hearing reference materials (.8); prepare courtesy copies for chambers (.5).
06/16/20	Francis Petrie	1.20	Correspond re omnibus hearing procedures (.4); arrange for filing of confirmation procedures motion (.6); correspond re CNOs re omnibus hearing (.2).
06/17/20	Anthony Abate	3.00	Coordinate with Court re entering filed orders (2.0); coordinate with K&E team re same (.4); compile and distribute recent docket filings (.6).
06/17/20	Hannah Kupsky	3.00	Prepare for and file notice of settlements.
06/17/20	Francis Petrie	0.30	Arrange for CNO filing re exclusivity motion.
06/18/20	Carrie Therese Oppenheim	2.00	Arrange attorney telephonic appearances (.8); correspond with Y. French re hearing logistics (.3); telephonically attend June 18 hearing (.3); finalize and submit approved orders to chambers (.6).
06/18/20	Tommy Scheffer	0.50	Correspond with L. Schneider and K&E team re upcoming hearing procedures.
06/22/20	Hannah Kupsky	0.50	Prepare notices of filing.
06/24/20	Anthony Abate	2.20	Coordinate with Court re entering filed orders (1.8); coordinate with K&E team re same (.2); compile and distribute recent docket filings (.2).
06/25/20	Carrie Therese Oppenheim	0.70	Arrange production of June 24 and Jun 25 hearing transcripts (.4); correspond with K&E team re notice of cleansing materials (.3).
06/26/20	Carrie Therese Oppenheim	0.30	Correspond with K&E team re confirmation hearing transcript.
<b>Total</b>		<b>29.00</b>	



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030921**  
**Client Matter: 24706-12**

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**In the Matter of Cash Collateral/Cash Mgmt/DIP Fin.**

For legal services rendered through June 26, 2020 (see attached Description of Legal Services for detail)	<u>\$ 51,937.50</u>
Total legal services rendered	\$ 51,937.50

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030921

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Carolyn E. Brown	0.30	610.00	183.00
Tiffany Lang Chau	0.50	255.00	127.50
Brian Ford, P.C.	1.00	1,335.00	1,335.00
Stephen E. Hessler, P.C.	3.50	1,635.00	5,722.50
Andrew Hurley	3.10	845.00	2,619.50
Carrie Therese Oppenheim	2.30	445.00	1,023.50
Francis Petrie	16.20	845.00	13,689.00
Margaret Reiney	1.70	610.00	1,037.00
P. Paul Rezvani	3.50	1,135.00	3,972.50
Tommy Scheffer	7.50	740.00	5,550.00
Brad Weiland	12.40	1,345.00	16,678.00
<b>TOTALS</b>	<b>52.00</b>		<b>\$ 51,937.50</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030921

Windstream Holdings, Inc.

Matter Number:

24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Andrew Hurley	1.00	Review and revise amendment to credit agreement (.7); correspondence re same (.3).
06/01/20	P. Paul Rezvani	0.50	Attend to matters re amendment to credit agreement.
06/01/20	Tommy Scheffer	0.60	Correspond with K&E team re DIP amendment motion (.4); review and revise same (.2).
06/01/20	Brad Weiland	1.50	Review and analyze liquidity items and potential DIP items.
06/02/20	Andrew Hurley	0.80	Review and revise amendment and negative notice memorandum (.5); correspondence re same (.3).
06/02/20	Francis Petrie	2.10	Revise motion to amend the final DIP order (1.2); review materials re same (.7); correspond with K&E team re same (.2).
06/02/20	Margaret Reiney	0.40	Review and revise notice of DIP amendment.
06/02/20	Tommy Scheffer	2.30	Review and revise DIP amendment motion (1.8); correspond with K&E team re same (.5).
06/03/20	Francis Petrie	0.50	Review materials re final DIP order (.3); correspond with J. Luze re same (.2).
06/03/20	Brad Weiland	0.80	Review and analyze DIP items and financing items.
06/04/20	Francis Petrie	3.30	Review and revise DIP amendment motion (1.5); correspond with PJT team re same, liquidity projections (.3); review materials re same (1.5).
06/04/20	P. Paul Rezvani	0.50	Review correspondence from Company re exit financing.
06/04/20	Tommy Scheffer	1.60	Correspond with K&E team re DIP amendment (.6); research and analyze documents re same (.7); correspond with PW, DPW, STB, A&M, K&E teams re reporting documents, Lerman Senter invoice (.3).
06/04/20	Brad Weiland	2.10	Correspond with K&E team re potential DIP items (.3); review and analyze materials re same (.7); telephone conferences with Company, K&E team re same (.3); review and analyze liquidity items (.8).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030921

Windstream Holdings, Inc.

Matter Number: 24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/20	Andrew Hurley	0.80	Correspond with Company and opposing counsel re amendment.
06/05/20	Francis Petrie	1.00	Correspond with Company, K&E team re DIP amendment (.5); draft correspondence to RSA parties re same (.5).
06/05/20	Tommy Scheffer	0.50	Correspond with SS, A&M, K&E teams re TRS invoice.
06/05/20	Brad Weiland	2.30	Review and analyze DIP potential items and materials re same (1.4); correspond and telephone conferences with K&E team re same (.9).
06/06/20	Francis Petrie	0.30	Correspond with K&E team, DPW re amended DIP motion and order.
06/08/20	Stephen E. Hessler, P.C.	2.20	Telephone conference with K&E team and Davis Polk re motion to amend DIP order (1); telephone conference and correspond with K&E team re same (.7); telephone conference and correspond with K&E team and Company re next steps (.5).
06/08/20	Francis Petrie	1.30	Telephone conferences with DPW, K&E team re DIP amendment (.5); review and revise materials re same (.8).
06/08/20	Margaret Reiney	0.70	Telephone conferences with K&E team and DPW re DIP amendment.
06/08/20	Tommy Scheffer	0.70	Correspond and telephone conferences with DPW, K&E teams re DIP amendment motion.
06/08/20	Brad Weiland	1.60	Review and analyze potential DIP amendment (.8); revise materials re same (.3); correspond and telephone conference with Company, K&E team re same (.5).
06/09/20	Francis Petrie	2.70	Review and revise motion to amend DIP (1.5); revise materials re same (.7); correspond with K&E team, Paul Weiss re same (.5).
06/09/20	P. Paul Rezvani	0.50	Review rating agency application and correspond with PJT re same.
06/10/20	Carolyn E. Brown	0.30	Review and analyze final DIP order.
06/10/20	Stephen E. Hessler, P.C.	1.30	Telephone conference and correspond with K&E team and Company re DIP amendment (.6); telephone conference and correspond with K&E team and Company re next steps (.7).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030921

Windstream Holdings, Inc.

Matter Number: 24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Carrie Therese Oppenheim	1.20	Review DIP amendment motion (.4); finalize, file same (.8).
06/10/20	Francis Petrie	4.40	Review and revise DIP amendment motion (2.2); correspond with RSA parties, Citi re same (.5); telephone conferences with K&E team, PJT re same (1.7).
06/10/20	Margaret Reiney	0.60	Review and revise motion to amend DIP order (.4); correspond with K&E team re same (.2).
06/10/20	Tommy Scheffer	0.30	Correspond with PW, A&M, K&E teams re PW invoice.
06/10/20	Brad Weiland	1.30	Prepare and revise materials re DIP amendment (.6); telephone conference and correspond with Company re same (.3); review and analyze open items re same (.4).
06/11/20	Tommy Scheffer	0.50	Correspond with DPW, STB, A&M, K&E teams re reporting documents.
06/11/20	Brad Weiland	0.60	Review and analyze DIP amendment items and correspond with K&E team re same.
06/12/20	Brian Ford, P.C.	0.50	Telephone conference re exit financing matters.
06/12/20	P. Paul Rezvani	0.50	Attend telephone conference with Company re exit financing.
06/12/20	Brad Weiland	1.60	Review and analyze DIP items (.3); correspond with Company, K&E team re same (.2); review and analyze exit financing items (.2); telephone conference with K&E team re same (.7); follow up with J. Luze re same (.2).
06/15/20	Tommy Scheffer	0.40	Correspond with SS, A&M, K&E teams re SS invoice.
06/16/20	Francis Petrie	0.60	Correspond with RSA parties re amended DIP order (.2); review and revise amended DIP (.4).
06/18/20	Tommy Scheffer	0.30	Correspond with DPW, STB, A&M, K&E teams re reporting documents.
06/22/20	Andrew Hurley	0.50	Telephone conference re exit financing.
06/22/20	Carrie Therese Oppenheim	0.90	Revise notice of filing proposed order re DIP amendment motion (.4); finalize, file same (.5).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030921

Windstream Holdings, Inc.

Matter Number: 24706-12

Cash Collateral/Cash Mgmt/DIP Fin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	P. Paul Rezvani	1.50	Review debt documents and correspond with K&E team re perfection certificate and deposit accounts.
06/23/20	Brad Weiland	0.60	Review and analyze DIP amendment.
06/24/20	Brian Ford, P.C.	0.50	Correspondence re exit facility issues.
06/25/20	Tiffany Lang Chau	0.50	Research re subsidiary entity as per A. Hurley.
06/25/20	Tommy Scheffer	0.30	Correspond with BC, DPW, A&M, K&E teams re reporting documents, BC invoice.
06/26/20	Carrie Therese Oppenheim	0.20	Correspond with chambers re submission of DIP amendment order.
<b>Total</b>		<b>52.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030922**  
**Client Matter: 24706-13**

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## In the Matter of Claims Administration and Objections

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 184,735.50

Total legal services rendered

\$ 184,735.50

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Claims Administration and Objections

Invoice Number: 1050030922  
 Matter Number: 24706-13

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.00	340.00	680.00
Carolyn E. Brown	2.20	610.00	1,342.00
Spencer Caldwell-McMillan	6.20	740.00	4,588.00
Chris Ceresa	11.00	610.00	6,710.00
Adam Collins	6.50	375.00	2,437.50
Uzo Dike	2.20	415.00	913.00
Cassandra E. Fenton	6.60	835.00	5,511.00
Kent J. Hayden	9.90	1,025.00	10,147.50
Keith Holt	10.50	835.00	8,767.50
Diego Jorge Martinez-Krippner	2.60	725.00	1,885.00
Carrie Therese Oppenheim	2.00	445.00	890.00
Margaret Reiney	0.30	610.00	183.00
Brendan E. Ryan	11.00	1,025.00	11,275.00
Ravi Subramanian Shankar	52.80	1,075.00	56,760.00
Trudy Smith	34.20	845.00	28,899.00
Jenna Marie Stupar	19.50	970.00	18,915.00
Gregory Tsonis	25.60	970.00	24,832.00
<b>TOTALS</b>	<b>205.10</b>		<b>\$ 184,735.50</b>



Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030922

Windstream Holdings, Inc.

Matter Number:

24706-13

Claims Administration and Objections

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Spencer Caldwell-McMillan	0.90	Correspond re claims filing and related timing issues with A&M and K&E team.
06/01/20	Chris Ceresa	1.80	Correspond with Company, A&M and K&E team re claims settlements and other claims issues (.9); coordinate filing re settlement (.6); review and revise same (.3).
06/01/20	Uzo Dike	1.40	Coordinate research for e911 dockets in NC and NJ (.6); correspond with J. Stupar and B. Ryan re same (.3); participate in team telephone conference re litigation claims and e911 cases (.5).
06/01/20	Cassandra E. Fenton	1.60	Prepare for and participate in telephone conference re claims management (.5); analyze customer claims and draft summary re same (1.1).
06/01/20	Brendan E. Ryan	1.20	Review and revise presentation to Company on e911 matters (.7); connect with R. Shankar and J. Stupar re same (.5).
06/01/20	Ravi Subramanian Shankar	7.90	Revise litigation claims presentation (2.1); strategize re same (.8); prepare for Company meeting re same (1.4); research re confirmation objections (2.6); correspond with K&E team re same (.4); prepare for and attend expert telephone conference (.6).
06/01/20	Trudy Smith	5.00	Telephone conference and correspond with J. Stupar re dischargeability (.8); review and revise presentation (2.1); review claims amounts and corresponding (.4); draft chart re same (.2); correspond with K&E team re legal strategy presentation (.6); telephone conference and correspond with R. Shankar (.2); review and revise outline re same (.3); correspond with J. Luze re legal claims strategy (.4).
06/01/20	Jenna Marie Stupar	8.20	Review and analyze e911 claims and develop go-forward strategy (4.2); prepare draft materials re same (4.0).
06/01/20	Gregory Tsonis	4.90	Review and analyze precedent (3.3); draft updated presentation re e911 claims (1.6).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030922

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Spencer Caldwell-McMillan	1.70	Review claims issues (.2); correspond re claims issues C. Ceresa (.4); prepare for and attend telephone conference with Company and K&E team re litigation claims (1.1).
06/02/20	Chris Ceresa	1.60	Telephone conference with Company and K&E team re claims litigation strategy (1.1); analyze plan for treatment of certain claims (.2); correspond with A&M, T. Smith and S. Caldwell-McMillan re same and other claims settlements (.3).
06/02/20	Uzo Dike	0.80	Coordinate research for e911 dockets in NC and NJ (.6); correspond with J. Stupar and B. Ryan re NJ docket (.2).
06/02/20	Cassandra E. Fenton	2.00	Prepare for and participate in telephone conferences re claims administration.
06/02/20	Brendan E. Ryan	2.30	Prepare for Company telephone conference re e911 claims (.3); attend pre-telephone conference with K&E team re presentation (.4); present strategy for handling e911 claims to Company (1.1); attend post-telephone conference meeting with K&E team re next steps (.5).
06/02/20	Ravi Subramanian Shankar	7.60	Prepare for and attend Company meeting re litigation claims representation (2.8); research re confirmation objections (4.8).
06/02/20	Trudy Smith	1.70	Telephone conference with Company, Norton Rose, and K&E re claims legal strategy (1.1); telephone conference with K&E team re pre-call for same (.2); correspond with K&E team re litigation claims (.3); correspond with A&M re same (.1).
06/02/20	Jenna Marie Stupar	3.80	Prepare for and participate in telephone conference with Company re e911 claims (2.0); review and analyze issues re e911 cases (1.8).
06/02/20	Gregory Tsonis	1.70	Conference with K&E team re claims litigation presentation (.3); conference with Company re claims litigation (1.1); conference with K&E team re Company telephone conference and next steps (.3).
06/03/20	Spencer Caldwell-McMillan	0.40	Review claims issues (.1); telephone conference with C. Ceresa re claims (.3).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030922

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Chris Ceresa	1.10	Prepare for and telephone conference with S. Caldwell-McMillan re claims issue with PA OAG (.6); correspond with K&E team re same (.2); telephone conference with claimant (.2); correspond with same re same (.1).
06/03/20	Kent J. Hayden	1.30	Review and analyze documents for fact development re Niagara claim.
06/03/20	Gregory Tsonis	0.30	Conference with D. Martinez-Krippner re claims litigation.
06/04/20	Carolyn E. Brown	1.30	Review and analyze e911 claims presentation re litigation strategy (.3); prepare for and attend telephone conference with B. Ryan and J. Stupar re e911 claims litigation background and strategy (1.0).
06/04/20	Adam Collins	2.50	Compile and organize e911 claims materials.
06/04/20	Brendan E. Ryan	1.40	Coordinate with J. Stupar re necessary research in e911 cases (.5); connect with C. Brown re e911 claims (.9).
06/04/20	Trudy Smith	0.30	Correspond with K&E team re e911 claims (.1); review and compile documentation re same (.2).
06/04/20	Jenna Marie Stupar	1.30	Review and analyze legal research issues re e911 claims.
06/05/20	Spencer Caldwell-McMillan	0.20	Correspond re open claims items.
06/05/20	Chris Ceresa	0.40	Research re personal injury claims (.3); correspond with Company re same (.1).
06/05/20	Ravi Subramanian Shankar	4.50	Review and analyze background materials re AAA claim (4.2); correspond with K&E team re AAA claim strategy and background (.3).
06/05/20	Trudy Smith	0.90	Correspond with J. Luze and R. Shankar re AAA claim (.3); correspond with Company re same (.1); review and compile materials re same (.5).
06/06/20	Ravi Subramanian Shankar	2.60	Review and analyze background materials re AAA claim.
06/08/20	Brendan E. Ryan	1.80	Prepare e911 work in process and contingency-planning flow chart for various e911 jurisdictions.
06/08/20	Ravi Subramanian Shankar	3.40	Prepare litigation strategy re AAA claim objection.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030922

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Trudy Smith	0.40	Correspond with J. Stupar and B. Ryan re e911 claims (.3); correspond with C. Ceresa and S. Caldwell-McMillan re omnibus claims objection (.1).
06/08/20	Jenna Marie Stupar	2.00	Review and analyze issues re e911 claims.
06/08/20	Gregory Tsonis	8.40	Draft work plan for other litigation (1.1); review and analyze documents re litigation (.6); review and analyze precedent re recharacterization issue and Bull/Saetec litigation (6.7).
06/09/20	Chris Ceresa	0.50	Telephone conference with K&E team and T. Smith re various claims litigation issues.
06/09/20	Cassandra E. Fenton	0.90	Participate in telephone conferences re claims strategy.
06/09/20	Keith Holt	1.00	Attend litigation team status telephone conference (.4); attend restructuring team status telephone conference (.3); review and analyze AAA Consumer Arbitration Rules (.3).
06/09/20	Brendan E. Ryan	2.20	Connect with counsel for Tennessee e911 plaintiffs re status of their case (.3); prepare e911 work-in-process and contingency-planning chart for upcoming meeting (1.1); attend e911 weekly litigation meeting (.5); attend WIN litigation status meeting (.3).
06/09/20	Ravi Subramanian Shankar	8.00	Prepare for and conference with K&E team re claims objections (.8); supervise and research re confirmation objections (3.3); revise presentation to creditors re confirmation objections (2.6); strategize re AAA claim objection (1.3).
06/09/20	Trudy Smith	2.70	Telephone conference with TN relator, J. Stupar, and B. Ryan re claims treatment under plan (.2); telephone conference with K&E team re litigation claims (.4); review and comment on transition plan (1.0); correspond with A&M re guarantor versus nonguarantor (.2); review materials re litigation claims (.9).
06/09/20	Jenna Marie Stupar	2.50	Review and analyze issues re various state e911 claims.
06/10/20	Carolyn E. Brown	0.90	Attend Florida hearing re e911 claims.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030922

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Keith Holt	2.00	Analyze preliminary case summary and strategy (.2); research and analyze choice of law principles for litigation against American Arbitration Association (1.8).
06/10/20	Brendan E. Ryan	1.20	Attend judgment on the pleadings hearing in Florida e911 case.
06/10/20	Trudy Smith	0.20	Correspond with A&M re claims against guarantor versus non-guarantor.
06/10/20	Jenna Marie Stupar	1.20	Review and analyze issues re Florida e911 case.
06/10/20	Gregory Tsonis	4.50	Research and analyze precedent re claims litigation and draft memorandum.
06/11/20	Brendan E. Ryan	0.20	Correspond with opposing counsel in Tennessee e911 case.
06/11/20	Ravi Subramanian Shankar	2.80	Prepare for and participate in conference with Company re AAA claims objection (.7); correspond with K&E team re AAA case strategy (.6); review and analyze new Company documents re AAA claims objection (1.5).
06/11/20	Trudy Smith	2.30	Telephone conference with Company and K&E team re litigation claim strategy (.6); correspond with K&E team re same (.3); correspond with Company re e911 claims (.2); correspond with Norton Rose re same (.3); correspond with K&E team re same (.4); correspond with A&M and K&E team re omnibus claims objection (.5).
06/11/20	Jenna Marie Stupar	0.20	Review and analyze issues re e911 claims.
06/11/20	Gregory Tsonis	5.80	Research and analyze precedent re claims litigation and draft memorandum.
06/12/20	Adam Collins	2.50	Compile and organize E911 proofs of claim and objections files.
06/12/20	Diego Jorge Martinez-Krippner	2.50	Research procedural issues re potential contested matter involving Bull Communications and Saetec.
06/12/20	Trudy Smith	0.20	Correspond with K&E team and Wolford Law Firm re claims and releases (.1); correspond with G. Tsoni re same (.1).
06/12/20	Jenna Marie Stupar	0.30	Correspond with local counsel re e911 adversary claims.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030922

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Spencer Caldwell-McMillan	1.10	Prepare for and attend telephone conference re claims with Company and C. Ceresa (.6); prepare for and attend telephone conference with A&M re claims (.5).
06/15/20	Chris Ceresa	0.50	Revise fifth omni claims objection (.3); telephone conference with A&M and T. Smith re claims schedule (.2).
06/15/20	Trudy Smith	1.40	Telephone conference and correspond with M. Wilford and K&E team re plan and legal claim implications (.4); correspond with K&E team re same (.3); correspond with A&M and C. Ceresa re omnibus claims objection (.3); correspond with K&E team re litigation claims strategy (.4).
06/16/20	Chris Ceresa	1.80	Draft and revise omnibus claims objection (1.3); telephone conference with K&E team re outstanding claims matters (.5).
06/16/20	Kent J. Hayden	1.50	Fact development re Niagara claim (.9); telephone conference with K&E team (.3); telephone conference with K&E team re case strategy (.3).
06/16/20	Margaret Reiney	0.30	Telephone conference with K&E team and Chubb re insurance provisions (.1); correspond with A&M re same (.2).
06/16/20	Brendan E. Ryan	0.50	Correspond with K&E team re status of e911 matters (.3); correspond with K&E team re same (.2).
06/16/20	Ravi Subramanian Shankar	0.80	Prepare for and attend telephone conferences with K&E team re claims disputes.
06/16/20	Ravi Subramanian Shankar	3.30	Research re AAA claim and confirmation objection.
06/16/20	Trudy Smith	2.50	Telephone conference with K&E team re legal call (.3); correspond with A&M and K&E team re legal claims (.9); review and analyze e911 claims reconciliation (1.3).
06/17/20	Anthony Abate	2.00	Prepare, compile and file notices of de minimis claims settlements (1.5); correspond with K&E team re same (.5).
06/17/20	Chris Ceresa	0.50	Draft and review claims objection (.4); correspond with the Company and K&E team re same (.1).
06/17/20	Cassandra E. Fenton	2.10	Review and analyze claims objections.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030922

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Kent J. Hayden	0.80	Review and analyze Niagara cure objection and correspond with K&E team re same.
06/17/20	Carrie Therese Oppenheim	0.50	Review, finalize de minimis claims settlement agreements for filing.
06/17/20	Ravi Subramanian Shankar	4.80	Research re AAA claim and confirmation dispute.
06/17/20	Trudy Smith	3.30	Telephone conference and correspond with Ryan re state comptroller late-filed tax claims (.8); correspond with Company re newly filed litigation and automatic stay (.2); correspond and telephone conference with opposing counsel re same (.1); review litigation documents re same (.1); review no liability claim schedule (1.2); correspond with A&M re same (.3); review and analyze proofs of claim re quality check of same (.6).
06/18/20	Chris Ceresa	0.90	Review and revise claims objection (.6); correspond with K&E team re coordinating filing same (.3).
06/18/20	Kent J. Hayden	3.10	Fact development for Niagara claim (1.8); telephone conference with R. Shankar re same (.2); correspond with K&E team re same (.4); correspond with Company re Niagara claim objection (.5), telephone conference with T. Smith re same (.2).
06/18/20	Ravi Subramanian Shankar	1.10	Conference and correspond with K&E team re claim disputes (.8); conference with K&E team re contract rejection dispute (.3).
06/18/20	Ravi Subramanian Shankar	4.50	Draft discovery requests re AAA claim (2.7); review and analyze materials re same (1.8).
06/18/20	Trudy Smith	6.70	Review and comment on no liability schedule (3.8); review and analyze proofs of claim re quality check of came (2.4); correspond with C. Ceresa re same (.2); correspond with A&M re same (.3).
06/19/20	Spencer Caldwell-McMillan	0.60	Prepare for and attend telephone conference with Company re claims issues.
06/19/20	Chris Ceresa	1.50	Draft and revise notice to claims objection (.6); review and compile omnibus objection for filing (.3); correspond with Company and K&E team re coordinate filing (.3); correspond with K&E team and A&M re claims issues (.3).

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Claims Administration and Objections

Invoice Number: 1050030922  
 Matter Number: 24706-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Kent J. Hayden	2.20	Telephone conference with D. Urban re Niagara matter claims (.4); correspond with K&E team re same (.2); fact development and analysis re Niagara matter claims (1.6).
06/19/20	Carrie Therese Oppenheim	1.50	Correspond with K&E team re 5th omnibus claims objection (.3); prepare, finalize same for filing (.7); file, arrange service of same (.5).
06/19/20	Ravi Subramanian Shankar	0.30	Supervise document collection re AAA claim dispute.
06/19/20	Trudy Smith	0.70	Review and comment on no liability schedule (.6); correspond with A&M re same (.1).
06/22/20	Chris Ceresa	0.20	Correspond with A&M re coordinating next rounds of omnibus claims objection.
06/22/20	Trudy Smith	4.00	Correspond with Norton Rose re GA and SC e911 claims (.3); research claim amendments re tax audit claims (3.1); draft analysis re same (.6).
06/23/20	Kent J. Hayden	0.70	Telephone conference with R. Shankar re Niagara claim (.4); analysis re same (.3).
06/23/20	Diego Jorge Martinez-Krippner	0.10	Attend telephone conference with K&E team re claim updates.
06/23/20	Trudy Smith	0.10	Correspond with local counsel re tax claim.
06/24/20	Chris Ceresa	0.20	Correspond with A&M re coordinating next rounds of omnibus claims objection.
06/26/20	Spencer Caldwell-McMillan	1.30	Prepare for and attend telephone conference with Company re claims questions (1.0); correspond with J. Luze re same (.3).
06/26/20	Adam Collins	1.50	Compile and organize AAA documents for review.
06/26/20	Kent J. Hayden	0.30	Correspond with K&E team and New York counsel re Niagara claim.
06/26/20	Keith Holt	7.50	Research and analyze New York law re contract modification (.2); research and analyze Alabama law re contract modification (2.1); research and analyze Arkansas law re contract modification (2.6); telephone conference with R. Shankar re case staffing (.2); draft and send R. Shankar analysis of legal research and differences among states (1.9); draft reference table of differences in state law and send to R. Shankar (.5).
06/26/20	Brendan E. Ryan	0.20	Correspond with R. Shankar re AAA matter.



Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Claims Administration and Objections

Invoice Number: 1050030922  
Matter Number: 24706-13

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Ravi Subramanian Shankar	1.20	Attend telephone conference re AppDirect dispute.
06/26/20	Trudy Smith	1.80	Correspond with local counsel re tax research (.1); research late filed audit tax claims (1.6); draft analysis re same (.1).
<b>Total</b>		<b>205.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030923**

**Client Matter: 24706-14**

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**In the Matter of Corporate and Securities Matters**

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 109,625.50

Total legal services rendered

\$ 109,625.50

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050030923  
 Matter Number: 24706-14

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Tim Cruickshank, P.C.	18.00	1,295.00	23,310.00
Andrew James Dragstrem	0.60	965.00	579.00
Stephen E. Hessler, P.C.	4.00	1,635.00	6,540.00
Emily Joung	50.80	740.00	37,592.00
Bonnie Kalos	18.90	610.00	11,529.00
Jennifer Karinen	6.90	965.00	6,658.50
Joshua Korff, P.C.	1.10	1,595.00	1,754.50
Library Factual Research	1.80	375.00	675.00
Scott D. Price, P.C.	1.30	1,635.00	2,125.50
Tommy Scheffer	0.40	740.00	296.00
Alborz Tolou	0.50	845.00	422.50
Steve Toth	0.90	1,295.00	1,165.50
Rachel Wang	19.40	610.00	11,834.00
Brad Weiland	2.60	1,345.00	3,497.00
Kaangrok Yoo	2.70	610.00	1,647.00
<b>TOTALS</b>	<b>129.90</b>		<b>\$ 109,625.50</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050030923  
 Matter Number: 24706-14

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Tommy Scheffer	0.40	Correspond with K&E team re rights offering documentation.
06/02/20	Tim Cruickshank, P.C.	0.50	Attend telephone conference re rights offering (.2); review documents re same (.3).
06/02/20	Andrew James Dragstrem	0.60	Review transaction slide decks.
06/02/20	Stephen E. Hessler, P.C.	1.80	Prepare for and participate in telephone conference with Special Committee of Board (1.0); telephone conference and correspond with K&E team and Company re next steps (.8).
06/02/20	Emily Joung	6.50	Correspond with K&E team re rights offering procedures (2.1); telephone conference re same (.7); review and analyze precedents re same (1.6); draft same (2.1).
06/02/20	Bonnie Kalos	0.10	Attend conference re rights offering.
06/02/20	Scott D. Price, P.C.	0.80	Review 280G matters.
06/02/20	Rachel Wang	0.90	Research on rights offering procedure.
06/02/20	Rachel Wang	0.20	Participate in telephone conference re rights offering procedure.
06/02/20	Brad Weiland	0.60	Review and analyze board and rights offering items.
06/03/20	Tim Cruickshank, P.C.	0.50	Review and revise rights offering documents.
06/03/20	Emily Joung	3.20	Draft and revise rights offering procedures and related documents (2.8); correspond with K&E team re same (.4).
06/03/20	Bonnie Kalos	2.50	Draft rights offering procedure (1.7); draft subscription agreement (.8).
06/03/20	Library Factual Research	1.00	Research re precedent rights offering with split tranches.
06/03/20	Scott D. Price, P.C.	0.50	Discuss 280G considerations.
06/04/20	Tim Cruickshank, P.C.	0.50	Review materials re exit financing.
06/04/20	Tim Cruickshank, P.C.	0.50	Attend telephone conference re rights offering documentation and process.
06/04/20	Emily Joung	5.80	Telephone conference with K&E team re rights offering procedures and related documents (.8); review and revise same (4.2); correspond with K&E team re same (.8).

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050030923  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Bonnie Kalos	3.80	Review and revise rights offering procedure (3.2); attend conference re rights offering procedure (.6).
06/04/20	Rachel Wang	4.20	Draft documents in connection with rights offering.
06/05/20	Tim Cruickshank, P.C.	1.50	Review and revise rights offering documents.
06/05/20	Emily Joung	2.50	Telephone conference with K&E team and KCC re rights offering procedures and related documents (.4); review and revise same (1.8); correspond with K&E team re same (.3).
06/05/20	Bonnie Kalos	0.20	Telephone conference with KCC re rights offering.
06/06/20	Tim Cruickshank, P.C.	1.00	Review and revised draft rights offering documents.
06/07/20	Tim Cruickshank, P.C.	1.10	Review and revise warrant and rights offering documentation.
06/07/20	Emily Joung	1.80	Correspond with K&E team re rights offering documents (.4); review and revise same (1.4).
06/07/20	Bonnie Kalos	1.70	Draft subscription agreement.
06/07/20	Steve Toth	0.40	Analyze and prepare correspondence re governance term sheet.
06/08/20	Tim Cruickshank, P.C.	0.50	Review and comment on rights offering documents.
06/08/20	Emily Joung	6.10	Correspond with K&E team re rights offering documents (.8); review and revise same (5.3).
06/08/20	Bonnie Kalos	1.50	Review and revise subscription agreement.
06/08/20	Steve Toth	0.50	Discuss asset purchase agreement with DPW and analyze asset purchase agreement and prepare related correspondence.
06/08/20	Rachel Wang	7.70	Draft documents re rights offering.
06/08/20	Brad Weiland	0.70	Review and analyze board materials and corporate items for plan supplement.
06/09/20	Tim Cruickshank, P.C.	2.90	Review and comment on rights offering documents.
06/09/20	Emily Joung	7.70	Correspond with K&E team re rights offering documents (.8); review and revise same (6.2); correspond with KCC and K&E team re same (.7).
06/09/20	Bonnie Kalos	3.60	Review and revise subscription agreement.
06/09/20	Rachel Wang	4.40	Draft documents in connection with rights offering.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030923

Windstream Holdings, Inc.

Matter Number:

24706-14

Corporate and Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Tim Cruickshank, P.C.	1.50	Review and comment on rights offering documents (1.0); attend update telephone conference re settlement (.5).
06/10/20	Emily Joung	1.60	Correspond with KCC and K&E team re rights offering documents (.3); review and revise same (1.3).
06/10/20	Jennifer Karinen	3.20	Review and revise warrant offering documents.
06/10/20	Rachel Wang	1.50	Draft documents in connection with rights offering.
06/11/20	Tim Cruickshank, P.C.	0.50	Review and consider issues re exit financing and precedents re exit financing.
06/11/20	Tim Cruickshank, P.C.	2.00	Review and comment on updated rights offering documents.
06/11/20	Emily Joung	5.90	Correspond with KCC and K&E team re rights offering documents (.8); review and revise same (4.2); telephone conference with K&E team re same (.9).
06/11/20	Bonnie Kalos	0.30	Revise rights offering procedures.
06/11/20	Jennifer Karinen	3.70	Review and revise rights offering documents.
06/11/20	Rachel Wang	0.50	Draft documents in connection with rights offering.
06/12/20	Tim Cruickshank, P.C.	0.50	Attend telephone conference with Company re exit financing.
06/12/20	Emily Joung	0.50	Correspond with K&E team re rights offering documents.
06/12/20	Joshua Korff, P.C.	0.50	Telephone conferences with K&E team re financing issues.
06/14/20	Tim Cruickshank, P.C.	1.00	Attend to emergence SEC matters (.5); review and revise rights offering documents (.5).
06/15/20	Tim Cruickshank, P.C.	1.20	Review and revise rights offering documentation.
06/15/20	Tim Cruickshank, P.C.	0.50	Attend telephone conference re rights offering and process.
06/15/20	Emily Joung	6.40	Telephone conferences with K&E team re exit financing (.4); correspond with K&E team re same (1.2); revise rights offering documents (3.6); correspond with K&E team, Company and noteholder groups re same (.8); telephone conference re same (.4).
06/15/20	Bonnie Kalos	2.50	Research exit financing precedent.

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Corporate and Securities Matters

Invoice Number: 1050030923  
 Matter Number: 24706-14

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Alborz Tolou	0.50	Attention to telephone conference re bond offering process.
06/15/20	Brad Weiland	0.50	Prepare for and participate in telephone conference re board items with Company.
06/16/20	Stephen E. Hessler, P.C.	2.20	Prepare for and participate in telephone conference with Special Committee of the Board (1.0); telephone conference and correspond with K&E team re work in process and next steps (1.2).
06/16/20	Emily Joung	2.10	Correspond with K&E team re precedents for exit financing (.4); research and analyze same (1.7).
06/16/20	Bonnie Kalos	2.50	Research precedent for bond offering exit financing.
06/17/20	Bonnie Kalos	0.20	Review and research precedent.
06/17/20	Kaangrok Yoo	0.60	Review precedents for exit financings and escrow transactions and draft internal correspondences re the exit financing.
06/18/20	Brad Weiland	0.80	Review and analyze rights offering, equity documents (.4); review and analyze board agenda and materials (.4).
06/19/20	Tim Cruickshank, P.C.	0.50	Review and revise materials re exit financing.
06/21/20	Kaangrok Yoo	0.30	Review precedents for exit financings and escrow transactions and draft internal correspondences re the exit financing.
06/22/20	Tim Cruickshank, P.C.	1.30	Conference re roadshow materials (.5); review and revise exit financing documents (.8).
06/22/20	Emily Joung	0.70	Correspond with Company re data room (.4); correspond with K&E team re offering memorandum precedents (.2); review and analyze same (.1).
06/22/20	Joshua Korff, P.C.	0.60	Conferences with K&E team re securities law and exit financing issues.
06/22/20	Kaangrok Yoo	1.50	Review precedents for exit financings and escrow transactions and draft correspondence to K&E team re exit financing.
06/23/20	Library Factual Research	0.80	Research re bond escrow agreement precedent.
06/23/20	Kaangrok Yoo	0.30	Review precedents for exit financings and escrow transactions and draft correspondence to K&E team re exit financing.

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Corporate and Securities Matters

Invoice Number: 1050030923  
Matter Number: 24706-14

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**Total**

**129.90**



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030924**  
**Client Matter: 24706-15**

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## In the Matter of Creditor and Stakeholder Communications

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 43,585.50

Total legal services rendered

\$ 43,585.50

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Creditor and Stakeholder Communications

Invoice Number: 1050030924  
 Matter Number: 24706-15

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	0.20	340.00	68.00
Spencer Caldwell-McMillan	0.40	740.00	296.00
John R. Luze	10.00	1,085.00	10,850.00
Francis Petrie	1.30	845.00	1,098.50
Tommy Scheffer	9.00	740.00	6,660.00
Ravi Subramanian Shankar	0.50	1,075.00	537.50
Brad Weiland	17.90	1,345.00	24,075.50
<b>TOTALS</b>	<b>39.30</b>		<b>\$ 43,585.50</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030924

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Spencer Caldwell-McMillan	0.40	Telephone conference with bondholder re claim.
06/01/20	John R. Luze	0.70	Conference and correspond with parties re confirmation issues.
06/01/20	Brad Weiland	0.90	Correspond and telephone conferences re status and next steps with creditors' counsel.
06/02/20	John R. Luze	1.20	Conference and correspond with parties in interest re confirmation and case issues.
06/02/20	Brad Weiland	0.90	Correspond and telephone conference re open issues with creditors' counsel.
06/03/20	John R. Luze	0.70	Conference and correspond with parties in interest re case issues.
06/03/20	Tommy Scheffer	1.20	Correspond with K&E team re responses to unsecured creditors' presentation (.7); review and revise same (.5).
06/03/20	Ravi Subramanian Shankar	0.50	Conference with creditors re confirmation.
06/03/20	Brad Weiland	1.10	Correspond and telephone conferences re litigation, open items with creditors' advisors.
06/04/20	John R. Luze	0.90	Conference and correspond with parties in interest re case issues and status.
06/04/20	Brad Weiland	0.60	Correspond and telephone conferences re open items with K&E team.
06/05/20	Francis Petrie	1.30	Review materials re committee unencumbered value (.7); revise materials re same (.6).
06/05/20	Tommy Scheffer	0.60	Correspond with U.S. Trustee and MoFo, Alix, DPW, A&M, K&E teams re reporting documents.
06/05/20	Brad Weiland	1.20	Correspond and telephone conferences re status with creditors' counsel and follow up re same.
06/06/20	Tommy Scheffer	0.80	Correspond with K&E team re Company response to unsecured creditors' presentation.
06/07/20	Tommy Scheffer	1.30	Correspond with A&M, K&E teams re response to unsecured creditors' presentation (.8); review research re same (.5).
06/08/20	John R. Luze	0.70	Conference and correspond with parties in interest re case status.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030924

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Tommy Scheffer	3.80	Correspond with A&M, K&E teams re response to unsecured creditors' presentation (1.5); review and revise same (2.3).
06/08/20	Brad Weiland	1.50	Correspond re DIP amendment with creditor counsel (.3); telephone conferences re same with Davis Polk, Paul Weiss, Ropes (.9); correspondence re diligence items with creditor counsel (.3).
06/09/20	John R. Luze	0.80	Conference and correspond with parties in interest re case status and issues.
06/09/20	Brad Weiland	1.40	Correspond re open items incl. DIP with creditors' counsel (.3); telephone conference re same with same (.2); review and analyze materials from creditors' counsel re plan (.5); correspondence and telephone conference re same (.4).
06/10/20	John R. Luze	1.10	Conference and correspond with parties re case status and confirmation issues.
06/10/20	Brad Weiland	1.10	Telephone conferences re DIP, litigation, potential settlement discussions with Ropes, Paul Weiss.
06/11/20	John R. Luze	1.10	Conference and correspond with parties in interest re confirmation issues.
06/11/20	Brad Weiland	0.80	Correspond and telephone conferences re creditor matters with creditors' counsel (.5); correspondence re DIP items with creditors' counsel (.3).
06/12/20	Tommy Scheffer	0.60	Correspond with U.S. Trustee and MoFo, Alix, DPW, A&M, K&E teams re reporting documents.
06/15/20	John R. Luze	0.70	Telephone conference and correspond with parties in interest re confirmation issues.
06/16/20	John R. Luze	0.80	Telephone conference and correspond with parties in interest re confirmation issues.
06/17/20	John R. Luze	0.60	Telephone conference and correspond with parties re confirmation issues.
06/17/20	Brad Weiland	0.50	Correspond and telephone conferences with creditors' counsel re case status, confirmation, potential settlement.
06/18/20	John R. Luze	0.70	Conference and correspond with parties in interest re confirmation issues.
06/18/20	Brad Weiland	0.90	Correspond and telephone conference re potential settlement with creditors' counsel.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030924

Windstream Holdings, Inc.

Matter Number:

24706-15

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Tommy Scheffer	0.30	Correspond with U.S. Trustee and MoFo, Alix, A&M, K&E teams re reporting documents.
06/19/20	Brad Weiland	2.10	Telephone conferences re potential plan items, litigation matters with creditors' counsel (1.6); correspond re same with same (.5).
06/21/20	Brad Weiland	0.80	Correspond and telephone conferences re status and potential negotiations with creditors' counsel.
06/22/20	Brad Weiland	1.80	Correspond and telephone conferences re confirmation, potential settlement with creditors' counsel (.9); correspondence and telephone conferences re outstanding objections with opposing counsel (.9).
06/23/20	Brad Weiland	1.20	Correspond and telephone conferences with opposing counsel re confirmation hearing (.7); correspond and telephone conference re status with supporting creditors' counsel (.5).
06/25/20	Anthony Abate	0.20	Draft notice of cleansing materials.
06/25/20	Brad Weiland	1.10	Correspond and telephone conferences re confirmation litigation with Ropes, Paul Weiss (.7); follow up re same (.4).
06/26/20	Tommy Scheffer	0.40	Correspond with U.S. Trustee and MoFo, Alix, A&M, K&E teams re reporting documents.
<b>Total</b>		<b>39.30</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030925**  
**Client Matter: 24706-16**

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**In the Matter of Creditors' Committee Matters**

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 19,927.50

Total legal services rendered

\$ 19,927.50

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Creditors' Committee Matters

Invoice Number: 1050030925  
Matter Number: 24706-16

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Yates French	2.00	1,165.00	2,330.00
Francis Petrie	6.50	845.00	5,492.50
Brad Weiland	9.00	1,345.00	12,105.00
<b>TOTALS</b>	<b>17.50</b>		<b>\$ 19,927.50</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030925

Windstream Holdings, Inc.

Matter Number:

24706-16

Creditors' Committee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Yates French	2.00	Prepare for and attend telephone conference with committee counsel.
06/01/20	Brad Weiland	0.60	Correspondence and telephone conference re litigation and discovery items with committee counsel.
06/02/20	Francis Petrie	0.70	Review committee materials re unencumbered value (.5); correspond with K&E team re same (.2).
06/03/20	Francis Petrie	0.90	Review materials re committee unencumbered asset analysis (.7); draft materials re same (.2).
06/04/20	Francis Petrie	0.90	Correspond with litigation re UCC's unencumbered asset analysis (.4); review and revise materials re same (.5).
06/06/20	Brad Weiland	0.60	Review and analyze potential committee settlement discussions.
06/07/20	Francis Petrie	1.30	Correspond with K&E team re committee proposal (.6); review and revise materials re same (.7).
06/07/20	Brad Weiland	0.30	Correspondence and telephone conference re open items with committee counsel.
06/08/20	Francis Petrie	1.70	Review materials and correspond re unencumbered assets committee deck.
06/09/20	Francis Petrie	0.40	Review committee proposal re settlement.
06/09/20	Brad Weiland	2.10	Review and analyze committee settlement proposal (.8); correspond with committee counsel re same (.4); follow up re same with Company (.9).
06/10/20	Francis Petrie	0.60	Telephone conference with PJT, A&M re UCC Settlement (.5); review materials re same (.1).
06/17/20	Brad Weiland	0.40	Correspondence and telephone conference re status with committee counsel.
06/18/20	Brad Weiland	0.60	Correspondence and telephone conference re status and potential settlement with committee counsel.
06/19/20	Brad Weiland	1.90	Correspondence and telephone conference re potential settlement with committee counsel (.6); correspondence re proposal from same (.4); review and analyze same (.9).



Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Creditors' Committee Matters

Invoice Number: 1050030925  
Matter Number: 24706-16

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/20	Brad Weiland	0.40	Correspondence re committee items with committee counsel.
06/23/20	Brad Weiland	0.70	Telephone conference re status and potential settlement with committee counsel (.5); correspondence re same with same (.2).
06/24/20	Brad Weiland	0.90	Telephone conferences re status with L. Marinara (.7); correspondence re same with same (.2).
06/25/20	Brad Weiland	0.50	Correspondence re committee items with K&E team, committee counsel.
<b>Total</b>		<b>17.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030926**  
**Client Matter: 24706-17**

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## In the Matter of Employee and Labor Matters

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 47,579.50

Total legal services rendered

\$ 47,579.50

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050030926  
 Matter Number: 24706-17

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jack N. Bernstein	3.00	1,375.00	4,125.00
Kate Coverdale	0.50	1,215.00	607.50
Francis Petrie	2.40	845.00	2,028.00
Scott D. Price, P.C.	22.70	1,635.00	37,114.50
Margaret Reiney	1.10	610.00	671.00
Tommy Scheffer	2.10	740.00	1,554.00
Brad Weiland	1.10	1,345.00	1,479.50
<b>TOTALS</b>	<b>32.90</b>		<b>\$ 47,579.50</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Employee and Labor Matters

Invoice Number: 1050030926  
 Matter Number: 24706-17

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Scott D. Price, P.C.	2.30	Discuss MIP (1.3); revise term sheet (1.0).
06/08/20	Francis Petrie	0.60	Telephone conference with K&E team, Company re benefit restoration plan.
06/09/20	Jack N. Bernstein	3.00	Analyze deferred compensation plan issues (2.0); review plan documents re same (1.0).
06/10/20	Francis Petrie	0.50	Telephone conference with Company re severance plan review.
06/10/20	Brad Weiland	0.70	Review and analyze employee benefits and compensation items (.4); correspond with K&E team re same (.3).
06/11/20	Brad Weiland	0.40	Correspondence and telephone conference re employee compensation plan items with Company, K&E team.
06/15/20	Scott D. Price, P.C.	1.80	Review MIP issues.
06/16/20	Scott D. Price, P.C.	1.30	Discuss option valuations.
06/18/20	Francis Petrie	1.30	Research re 1114 (.8); correspond with Company, K&E team re same (.5).
06/19/20	Scott D. Price, P.C.	2.30	Review MIP issues.
06/19/20	Margaret Reiney	1.10	Research re KEIP procedures.
06/19/20	Tommy Scheffer	2.10	Correspond with K&E team re KEIP (1.0); analyze documents re same (1.1).
06/20/20	Scott D. Price, P.C.	1.80	Review MIP issues; review term sheet.
06/21/20	Scott D. Price, P.C.	2.00	Revise MIP term sheet.
06/22/20	Scott D. Price, P.C.	2.80	Review MIP term sheet (.8); correspond re MIP term sheet (2.0).
06/23/20	Scott D. Price, P.C.	3.80	Review MIP issues.
06/25/20	Kate Coverdale	0.20	Correspond with K&E team re MIP structuring.
06/25/20	Scott D. Price, P.C.	3.30	Revise and discuss MIP term sheet.
06/26/20	Kate Coverdale	0.30	Review KEIP documentation and advise re treatment of same upon emergence.
06/26/20	Scott D. Price, P.C.	1.30	Review KEIP issues.
<b>Total</b>		<b>32.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030927**  
**Client Matter: 24706-18**

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**In the Matter of Executory Contracts and Unexpired Leases**

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 302,636.00

Total legal services rendered

\$ 302,636.00

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030927

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	7.80	340.00	2,652.00
Carolyn E. Brown	17.50	610.00	10,675.00
Spencer Caldwell-McMillan	14.90	740.00	11,026.00
Chris Ceresa	9.70	610.00	5,917.00
Emily Flynn	2.90	740.00	2,146.00
Heidi Hockberger	34.30	845.00	28,983.50
Hannah Kupsky	1.00	340.00	340.00
Michele Manzo	0.80	275.00	220.00
Carrie Therese Oppenheim	3.10	445.00	1,379.50
Francis Petrie	0.60	845.00	507.00
Andrew Polansky	0.30	740.00	222.00
Scott D. Price, P.C.	14.90	1,635.00	24,361.50
Margaret Reiney	69.80	610.00	42,578.00
Katie Roddy	26.60	1,085.00	28,861.00
Tommy Scheffer	61.70	740.00	45,658.00
Trudy Smith	37.60	845.00	31,772.00
Al Stemp, P.C.	14.60	1,415.00	20,659.00
Jenna Marie Stupar	18.30	970.00	17,751.00
Benjamin C. Vizvary	17.80	610.00	10,858.00
Dan Walbrun	11.60	1,165.00	13,514.00
Brad Weiland	1.90	1,345.00	2,555.50
<b>TOTALS</b>	<b>367.70</b>		<b>\$ 302,636.00</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	Anthony Abate	2.00	Review, prepare, file and serve rejection notice and stipulation and agreed order.
06/01/20	Chris Ceresa	0.70	Coordinate with A&M and K&E team including J. Luze re lease rejection notice.
06/01/20	Emily Flynn	0.90	Draft extension stipulation re unexpired lease (.7); correspond with T. Smith, landlord's counsel re same (.2).
06/01/20	Heidi Hockberger	4.30	Analyze objections to assignment of contracts to Uniti (2.1); review and analyze documents re Verizon settlement (.9); correspond with K&E team re Uniti settlement asset sale matters (1.3).
06/01/20	Andrew Polansky	0.30	Correspond with T. Smith, opposing counsel re executory contract.
06/01/20	Margaret Reiney	6.10	Review IRU contract materials (.9); correspond with K&E team, A&M, and Company re IRU contracts (2.8); review and revise notice of contract assumption (1.6); correspond with K&E team and A&M re same (.4); telephone conference with Digital Realty re contract assumption (.1); telephone conference with K&E team re plan supplement: executory contracts(.3).
06/01/20	Tommy Scheffer	5.90	Correspond with K&E team re IRU contract assignment materials (.6); review and analyze same (.7); correspond and telephone conferences with City of White Plains, L. Vargas and A&M, K&E teams re IRU contract assignments (3.3); correspond with A&M, K&E teams re assumption/rejection schedules (1.3).
06/01/20	Tommy Scheffer	0.90	Correspond with K&E team re fiber asset transfer (.4); analyze data re same (.5).
06/01/20	Trudy Smith	0.80	Correspond with Company re extending deadline to assume contracts (.1); correspond with Stoel Rivers re same (.1); review stipulation and deadline (.2); correspond with E. Flynn re same (.1); telephone conferences with A&M re contract counterparty settlements (.3).
06/01/20	Benjamin C. Vizvary	1.00	Review and revise IRU assumption tracker.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Spencer Caldwell-McMillan	0.20	Correspond with K&E team re contract issues.
06/02/20	Emily Flynn	0.90	Telephone conference with landlord's counsel, T. Smith re unexpired leases (.4); correspond with same re extension stipulation (.2); revise same (.3).
06/02/20	Heidi Hockberger	3.20	Analyze objections to assignment of contracts to Uniti (.2); review and analyze documents re Verizon settlement (.7); correspond with K&E team re Uniti settlement asset sale matters (2.3).
06/02/20	Hannah Kupsky	1.00	Prepare for and file stipulation.
06/02/20	Carrie Therese Oppenheim	0.30	Correspond with K&E team re Digital Realty stipulation (.2); correspond with KCC re service of same (.1).
06/02/20	Margaret Reiney	5.10	Review IRU contract materials (.8); correspond with K&E team, A&M, and Company re IRU contracts (3.1); review and revise notice of plan supplement re executory contracts (1.2).
06/02/20	Tommy Scheffer	6.20	Correspond with Company and A&M, K&E teams re assumption schedule (1.6); review and analyze same (.8); correspond and telephone conferences with L. Biggs, S. Maples, Company and FisherBroyles, A&M, K&E teams re IRU contract assignments (2.5); analyze contracts re same (1.3).
06/02/20	Benjamin C. Vizvary	0.20	Review and revise IRU assumption tracker.
06/03/20	Heidi Hockberger	6.40	Analyze objections to assignment of contracts to Uniti (2.7); review and analyze documents re vendor settlements (2.2); correspond with K&E team re Uniti settlement matters (.5); review and analyze contract assumption matters (1.0).
06/03/20	Carrie Therese Oppenheim	0.20	Arrange submission of Digital Realty 365(d)(4) stipulation.
06/03/20	Margaret Reiney	4.60	Correspond with K&E team, A&M, and IRU counterparties re IRU assumption and assignment (2.6); review materials re same (.6); review and revise UCC presentation re executory contract issues (1.4).



Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Tommy Scheffer	4.50	Correspond and telephone conferences with L. Vargas, D. Wheeler, B. Ricks, Company and A&M, K&E teams re IRU contract assignments (1.7); analyze contracts re same (.9); correspond with Company and KCC, A&M, K&E teams re schedules of assumed and rejected executory contracts (1.2); review and revise same (.7).
06/03/20	Trudy Smith	0.40	Correspond with K&E team and A&M re contract reconciliation and review materials re same.
06/03/20	Benjamin C. Vizvary	1.00	Review and revise IRU tracker.
06/03/20	Brad Weiland	0.60	Review and analyze contract assumption and rejection items and correspond with K&E team re same.
06/04/20	Chris Ceresa	1.80	Draft template for two CNOs (.9); draft CNOs (.7); correspond with T. Smith re same (.2).
06/04/20	Heidi Hockberger	5.20	Analyze objections to assignment of contracts to Uniti (1.8); correspond with K&E team re same (1.3); review and analyze vendor settlement matters (2.1).
06/04/20	Francis Petrie	0.30	Telephone conference with T. Scheffer, H. Hockberger, J. Stopford, D. King re contract and IRU treatment and assumption.
06/04/20	Margaret Reiney	5.40	Correspond with A&M, K&E team, and IRU counterparties re assumption and assignment (1.6); correspond with A&M, K&E team, and contract counterparties re assumption schedules (1.8); telephone conference with A&M re executory contracts (.2); telephone conference with K&E team and Company re contract assignment (.3); review materials re same (.7); research re Uniti presentation re executory contracts (.8).
06/04/20	Tommy Scheffer	4.00	Correspond and telephone conferences with various IRU contract counterparties, Company and A&M, K&E teams re IRU contract assignments (2.1); analyze agreements re same (1.2); correspond and telephone conferences with various contract counterparties, Company and A&M, K&E teams re contract assumptions (.4); analyze agreements re same (.3).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Trudy Smith	1.10	Correspond with K&E team re contract reconciliation (.3); correspond with Company re same (.1); correspond and telephone conference with A&M re channel partner settlement (.4); review corresponding materials re same (.3).
06/04/20	Benjamin C. Vizvary	1.00	Draft and revise plan supplement tracker (.3); review and revise IRU assumption tracker (.7).
06/05/20	Chris Ceresa	0.30	Revise CNOs.
06/05/20	Heidi Hockberger	2.20	Analyze issues re assignment of contracts to Uniti (.6); review and analyze contract assumption matters (1.6).
06/05/20	Michele Manzo	0.80	Research, confirm status of assumption rejection statements.
06/05/20	Francis Petrie	0.30	Correspond with K&E team, counterparties re contract assumption status.
06/05/20	Margaret Reiney	2.70	Correspond with A&M, K&E team, and IRU counterparties re assumption and assignment (1.5); review and revise materials re same (.6); telephone conference with K&E, A&M, and Company re IRU assumption and assignment (.6).
06/05/20	Tommy Scheffer	5.30	Correspond and telephone conferences with L. Schneider and K&E team re CenturyLink objection (1.7); correspond with B. Michael, W. Hao and A&M, K&E teams re assumed contracts (.9); correspond and telephone conferences with M. Bolesta, Company and A&M, K&E teams re IRU contract assignments (2.7).
06/05/20	Trudy Smith	1.60	Telephone conference with Company, A&M, and J. Luze re channel partners (.2); correspond with J. Luze re same (.1); correspond with Company re Digital Realty agreements (.3); correspond with Digital Realty re same (.3); correspond with A&M re channel partner negotiation (.2); review correspondence with various counterparties re cure claim reconciliation (.3); correspond with A&M re ordinary course lease agreements (.2).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/20	Tommy Scheffer	1.30	Correspond with various contract counterparties and K&E team re IRU contract assignments.
06/06/20	Trudy Smith	0.50	Correspond with Stoel Rivers re contract reconciliation (.2); review contract list re same (.2); correspond with Company re same (.1).
06/07/20	Chris Ceresa	1.70	Draft CNOs for nine outstanding rejection/assumption motions (1.4); revise materials re same (.2); correspond re same (.1).
06/07/20	Margaret Reiney	3.40	Research re encumbered assets presentation (2.7); correspond with K&E team, A&M re same (.7).
06/08/20	Spencer Caldwell-McMillan	2.10	Review open cure items (.6); correspond with cure parties re cure items (.5) review and revise rejection notice (.5); correspond with A&M re filing (.1); correspond with K&E team re filing (.4).
06/08/20	Chris Ceresa	0.50	Draft rejection notice (.3); correspond with A&M, K&E team including J. Luze re same (.2).
06/08/20	Heidi Hockberger	0.50	Correspond with K&E team and Company re vendor settlements.
06/08/20	Scott D. Price, P.C.	2.80	Review MIP proposal (.8); summarize MIP proposal (1.0) and discuss MIP proposal (1.0).
06/08/20	Margaret Reiney	4.60	Review IRU assumption and assignment materials (.6); review and revise encumbered assets presentation (1.4); correspond with K&E team, A&M, and IRU counterparties re assumption (1.7); research re Centurylink agreements and objection (.9).
06/08/20	Tommy Scheffer	4.80	Correspond with A&M, K&E teams re schedule of rejected contracts (2.0); correspond and telephone conferences with L. Schneider, Company and A&M, K&E teams IRU contract assignments (2.8).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Trudy Smith	3.30	Correspond and telephone conference with Stoel Rivers re contract reconciliation (.6); revise stipulation re same (.3); compile agreements re same (.6); telephone conferences with A&M re contract settlement (.5); telephone conference with Venture Group and counsel re same (.9); prepare for same (.4).
06/08/20	Benjamin C. Vizvary	1.30	Review and revise plan supplement and IRU assumption tracker.
06/08/20	Brad Weiland	0.60	Review and analyze contract and lease materials for plan supplement.
06/09/20	Anthony Abate	1.30	Prepare, file, and serve stipulation re Digital Realty 365(d)(4) extension (.3); correspond with K&E team re case filings (1.0).
06/09/20	Spencer Caldwell-McMillan	0.30	Correspond re cure items with K&E team and cure parties.
06/09/20	Chris Ceresa	0.20	Correspond with T. Smith re CNOs for rejection/assumptions.
06/09/20	Emily Flynn	0.20	Draft stipulation re Digital Realty assumption extension.
06/09/20	Heidi Hockberger	1.10	Correspond with K&E team and Company re vendor settlements.
06/09/20	Scott D. Price, P.C.	2.00	Discuss management arrangements and MIP matters.
06/09/20	Margaret Reiney	2.70	Correspond with K&E team, A&M, and IRU counterparties re IRU contract assumption and assignment (2.3); revise materials re same (.4).
06/09/20	Tommy Scheffer	2.60	Correspond and telephone conferences with L. Vargas and FisherBroyles, K&E teams re IRU contract assignments.
06/09/20	Trudy Smith	1.90	Correspond with Stoel Rivers re Digital Realty (.2); correspond with E. Flynn re same (.1); correspond and telephone conference with C. Ceresa re CNOs (.2); review and revise same (1.3); correspond with Company re Digital Realty (.1).
06/09/20	Benjamin C. Vizvary	1.00	Review and revise IRU assumption and plan supplement trackers.
06/10/20	Anthony Abate	0.10	Correspond with court re entering agreed order.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Heidi Hockberger	1.50	Correspond with K&E team re vendor settlements.
06/10/20	Carrie Therese Oppenheim	0.50	Correspond with S. Caldwell-McMillan re rejection notice (.2); finalize, file same (.3).
06/10/20	Scott D. Price, P.C.	1.80	Review and discuss MIP proposal (.6); edit term sheet (1.2).
06/10/20	Margaret Reiney	1.50	Correspond with K&E team, A&M, and IRU counterparties re IRU contract assumption and assignment (1.1); revise materials re same (.4).
06/10/20	Tommy Scheffer	4.10	Correspond and telephone conferences with L. Schneider, Company and DPW, A&M, K&E teams re IRU contract assignments (1.8); analyze documents re same (.6); correspond with W. Hao, Company and A&M, K&E teams re assumed contracts (1.3); analyze documents re same (.4).
06/10/20	Trudy Smith	1.10	Telephone conference and correspond with A&M re partner claims (.4); correspond with J. Luze re same (.2); review and analyze materials re global contract reconciliation (.3); correspond with K&E team re same (.2).
06/10/20	Benjamin C. Vizvary	1.00	Review and revise IRU assumption and plan supplement trackers.
06/11/20	Spencer Caldwell-McMillan	0.60	Telephone conference with cure party (.2); correspond re cure party (.2); review outstanding cure items (.2).
06/11/20	Heidi Hockberger	0.60	Correspond with K&E team and Company re vendor settlements.
06/11/20	Margaret Reiney	1.30	Correspond with K&E team, A&M, and contract counterparties re assumption and cures (1.1); review and revise materials re same (.2).
06/11/20	Tommy Scheffer	3.10	Correspond with various IRU contract counterparties and Company, A&M, K&E teams re IRU contract assignments.
06/11/20	Trudy Smith	3.20	Correspond with of Russell R. Johnson re pole attachments (.3); correspond with Company re same (.2); correspond with counterparties re cure claims (1.7); correspond with Stoel Rivers re global resolution (.6); correspond with Company re same (.4).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Benjamin C. Vizvary	1.20	Review and revise IRU assumption and plan supplement trackers.
06/12/20	Heidi Hockberger	0.60	Correspond with K&E team and Company re vendor settlements (.3); telephone conference with K&E team re IRU assignment (.3).
06/12/20	Scott D. Price, P.C.	1.00	Review and discuss MIP proposals.
06/12/20	Margaret Reiney	2.00	Correspond with K&E team, A&M, and contract counterparties re assumption (1.4); review and revise materials re same (.3); telephone conference with K&E team, A&M, and Company re contract assumption (.3).
06/12/20	Tommy Scheffer	3.60	Correspond and telephone conferences with various IRU contract counterparties, Company and A&M, K&E teams re IRU contract assignments (2.1); correspond and telephone conferences with various contract counterparties, Company and A&M, K&E teams re contract assumption (1.5).
06/12/20	Trudy Smith	0.30	Correspond with Company re executory contract rejection (.1); correspond with counterparties re same (.1); correspond with A&M re stipulation (.1).
06/12/20	Al Stemp, P.C.	1.60	Telephone conference with D. Walbrun and D. King re lease compliance guide project and open issues re ILEC and CLEC leases (.4); follow-up telephone conference with D. Walbrun (.3); review ILEC and CLEC lease files (.6); attention to correspondence (.3).
06/12/20	Benjamin C. Vizvary	1.30	Review and revise IRU assumption and plan supplement trackers.
06/12/20	Dan Walbrun	0.70	Correspond with Company and K&E team re lease compliance summary.
06/13/20	Margaret Reiney	0.70	Correspond with A&M, K&E re assumption and cure amounts.
06/14/20	Spencer Caldwell-McMillan	0.20	Correspond with cure party and C. Ceresa re cure extension.
06/14/20	Chris Ceresa	1.20	Draft and revise CNOs for contract rejections.
06/14/20	Scott D. Price, P.C.	1.50	Review and discuss MIP proposal.
06/14/20	Benjamin C. Vizvary	0.20	Update IRU assumption and plan supplement tracker.
06/15/20	Spencer Caldwell-McMillan	0.50	Review open cure issues (.2); correspond with cure parties (.1); correspond re stipulation (.2).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Chris Ceresa	0.40	Review and analyze objection to contract rejection.
06/15/20	Heidi Hockberger	3.00	Correspond with K&E team re vendor settlements (1.3); correspond with K&E team and Company re AppDirect contract (1.0); telephone conferences with K&E team and Company re same (.7).
06/15/20	Margaret Reiney	1.80	Correspond with K&E team, IRU parties, and A&M re IRU contract assumption (.9); correspond with K&E team, A&M, and contract counterparties re assumption (.9).
06/15/20	Tommy Scheffer	3.20	Correspond and telephone conferences with A. Gutekunst, L. Schneider, Company and A&M, K&E teams re IRU contract assignments (1.5); analyze documents re same (.4); correspond and telephone conferences with W. Hao, Company and A&M, K&E teams re assumed contracts (1.1); analyze documents re same (.2).
06/15/20	Trudy Smith	1.10	Correspond with Stoel Rivers re cure reconciliation and contract rejection matters (.6); review and analyze issues re same (.3); correspond with Company re same (.2).
06/15/20	Al Stemp, P.C.	1.30	Review lease re compliance summary.
06/15/20	Benjamin C. Vizvary	1.00	Update IRU assumption and plan supplement trackers.
06/16/20	Spencer Caldwell-McMillan	1.20	Review settlement notices (.5); correspond with C. Ceresa re same (.1); correspond with cure parties re extension (.1); review creditor comments (.2); correspond with C. Ceresa re same (.3).
06/16/20	Chris Ceresa	1.70	Review and revise CNOs (.4); review and revise certain confidential settlement language (.2); review and revise de minimis settlements (.8); correspond with K&E team including J. Luze re coordinating filing 11 de minimis settlements (.3).
06/16/20	Emily Flynn	0.40	Draft stipulation re rejection deadline (.3); correspond with T. Smith re same (.1).
06/16/20	Heidi Hockberger	2.50	Correspond with K&E team re vendor settlements (2.0); correspond with K&E team and Company re AppDirect contract (.5).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

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06/16/20	Margaret Reiney	3.20	Correspond with A&M, K&E team, and contract counterparties re assumption and cure resolution (2.4); revise organizational materials re same (.3); review and revise agenda re IRU hearing (.2); research re benefit plan assumption (.3).
06/16/20	Katie Roddy	2.00	Draft ILEC lease summary.
06/16/20	Tommy Scheffer	4.20	Correspond and telephone conferences with A&M, K&E teams re IRU contract assignments (2.2); analyze documents re same (.3); correspond and telephone conferences with various contract counterparties and A&M, K&E teams re assumed contracts (1.5); analyze documents re same (.2).
06/16/20	Trudy Smith	6.50	Telephone conference and correspond with Blank Rome re cure objection deadline (.3); review and analyze excel and corresponding notes re cure amount reconciliation (.5); correspond with Company re same (.3); correspond with Stoel Rivers re same (.3); correspond with T. Scheffer re plan comments (.3); revise CNOs and review corresponding documentation (4.1); correspond with K&E team re same (.7).
06/16/20	Al Stemp, P.C.	0.50	Telephone conference with K. Roddy re lease compliance summary project (.2); attention to correspondence (.3).
06/16/20	Jenna Marie Stupar	2.30	Review and analyze issues re objection to rejection of executory contract filing.
06/16/20	Benjamin C. Vizvary	2.00	Review and revise IRU assumption and plan supplement tracker.
06/17/20	Spencer Caldwell-McMillan	3.30	Correspond with C. Ceresa, RSA parties, and J. Luze re settlements (.5); review open cure issues (.2); correspond with A&M re cure settlement (.2); correspond with counterparty re cures (.3); correspond with J. Luze and C. Ceresa re objections and extensions (.6); prepare for and attend telephone conference with counterparty re cures (.9); correspond with A&M re same (.3); review settlements ahead of filing (.3).
06/17/20	Chris Ceresa	0.50	Review and revise certain vendor settlements.
06/17/20	Heidi Hockberger	0.70	Correspond with K&E team re vendor settlements.



Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030927

Windstream Holdings, Inc.

Matter Number:

24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Katie Roddy	1.00	Draft ILEC lease summary.
06/17/20	Tommy Scheffer	0.60	Correspond and telephone conferences with RJ, A&M, K&E teams re IRU contract assignments (.3); analyze documents re same (.1); correspond with various contract counter parties and A&M, K&E teams re contract assumptions (.2).
06/17/20	Trudy Smith	2.40	Correspond and telephone conference with A&M re partner contracts (.4); review supporting documentation re same (.2); correspond with Company re SWEPCO and AEP (.2); correspond with R. Johnson re same (.2); review and analyze proposed confirmation order language re rejection after effective date (.1); revise same (.2); correspond with T. Scheffer re same (.2); review and analyze confirmation order language and related assumption language (.9).
06/17/20	Al Stemp, P.C.	1.00	Telephone conference with D. Walbrun and K. Roddy re lease compliance summary (.5); review lease annotations from D. Walbrun re same (.5).
06/17/20	Jenna Marie Stupar	2.70	Continue to review and analyze issues related to objection to rejection of executory contract filing.
06/17/20	Benjamin C. Vizvary	0.90	Update IRU assumption and plan supplement trackers.
06/17/20	Dan Walbrun	1.10	Attend telephone conference with K. Roddy and A. Stemp re compliance chart (.4); review lease re same (.7).
06/17/20	Brad Weiland	0.70	Review and analyze assumption of contracts.
06/18/20	Spencer Caldwell-McMillan	1.80	Review cure open items (.4); research re cure claims (.8); correspond with C. Ceresa re cure claims issues and outstanding objections (.6).
06/18/20	Emily Flynn	0.50	Telephone conference with Digital Realty, Company re leases.
06/18/20	Heidi Hockberger	0.10	Correspond with K&E team re vendor settlements.
06/18/20	Scott D. Price, P.C.	0.80	Discuss management arrangements.
06/18/20	Margaret Reiney	0.80	Research re executory contracts for contract counterparty.
06/18/20	Katie Roddy	2.00	Draft ILEC lease summary.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Tommy Scheffer	2.20	Correspond with various IRU contract counterparties and A&M, K&E teams re IRU contract assignments (1.7); analyze documents re same (.5).
06/18/20	Trudy Smith	2.70	Correspond and telephone conferences with Stoel Rivers re contract reconciliation and cure (1.2); telephone conference and correspond with K. Hayden re cure objection (.3); read and analyze same (.5); telephone conference with Company, Stoel Rivers, and contract counterparty re cure and contract negotiation (.5); correspond with K&E team re cure reconciliation and litigation claim (.2).
06/18/20	Al Stemp, P.C.	1.30	Review lease notes from D. Walbrun and related lease sections re provisions to include in compliance summary.
06/18/20	Jenna Marie Stupar	1.20	Review and analyze issues re contract rejection objection.
06/18/20	Benjamin C. Vizvary	1.70	Update IRU assumption and plan supplement trackers.
06/19/20	Spencer Caldwell-McMillan	1.30	Correspond with A&M re cure and K&E team re cure issues (.5); correspond with C. Ceresa and M. Reiney re objections and status (.3); telephone conferences with C. Ceresa re same (.2); correspond with cure party re status (.1); correspond with M. Reiney re cures (.2).
06/19/20	Heidi Hockberger	0.10	Correspond with K&E team re vendor settlements.
06/19/20	Margaret Reiney	0.80	Research re executory contracts for counterparties.
06/19/20	Katie Roddy	3.00	Draft ILEC lease summary.
06/19/20	Tommy Scheffer	0.90	Correspond with various IRU contract counterparties, Company and A&M, K&E teams re IRU contract assignments (.3); analyze documents re same (.2); correspond with various contract counterparties, Company and A&M, K&E teams re assumed contracts (.3); analyze documents re same (.1).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Trudy Smith	3.20	Telephone conferences and correspond with Stoel Rivers re confirmation order language (1.1); revise confirmation order language re contract assumption (.4); telephone conference and correspond with T. Scheffer re rejection effective (.5); telephone conference with Company, R. Johnson, and contract counterparty re contract reconciliation (.4); correspond with Company re same and cure objection (.5); correspond with C. Ceresa and S. Caldwell-McMillan re cure reconciliation (.3).
06/19/20	Al Stemp, P.C.	2.60	Review lease compliance summary draft (1.4); telephone conferences and correspond with K. Roddy and D. Walbrun re same (1.2).
06/19/20	Benjamin C. Vizvary	1.50	Update IRU assumption and plan supplement trackers.
06/19/20	Dan Walbrun	0.20	Coordinate open tasks re compliance materials.
06/20/20	Katie Roddy	5.00	Draft ILEC lease summary.
06/20/20	Benjamin C. Vizvary	1.20	Update IRU assumption and plan supplement trackers.
06/20/20	Dan Walbrun	0.50	Attend to open issues re compliance chart.
06/21/20	Spencer Caldwell-McMillan	0.90	Telephone conference with K&E team re cure and confirmation issues.
06/21/20	Margaret Reiney	3.70	Correspond with A&M, K&E team, and contract counterparties re contract cure status (1.4); review and revise cure materials (2.3).
06/21/20	Katie Roddy	5.00	Draft ILEC lease summary.
06/21/20	Trudy Smith	0.80	Telephone conference with J. Luze, F. Petrie, H. Hockberger, M. Rieney, C. Ceresa, and S. Caldwell-McMillan re cure reconciliation (.7); correspond with M. Rieney re revision to tracker (.1).
06/21/20	Al Stemp, P.C.	2.20	Review lease compliance summary (1.7); review and analyze correspondence (.5).
06/21/20	Dan Walbrun	3.00	Telephone conference with K. Roddy (.5); review interim chart and prepare comments to same (2.5).
06/22/20	Carolyn E. Brown	4.40	Prepare for and attend telephone conference re litigation strategy (.3); research and analyze case law re damages and contract rejection (4.1).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Spencer Caldwell-McMillan	1.30	Review contracts related to utilities (.8); correspond with A&M and K&E team re same (.3); correspond with counterparty re contracts (.2).
06/22/20	Heidi Hockberger	0.60	Research re AppDirect contract rejection (.2); correspond with K&E team re same (.1); revise settlement documents (.3).
06/22/20	Scott D. Price, P.C.	2.00	Draft MIP term sheet.
06/22/20	Margaret Reiney	6.70	Correspond with Company, A&M, and contract counterparties re cure disputes (3.9); telephone conference with Company and K&E team re cure objections (.7); correspond with contract counterparties re July 21, 2020 cure hearing (2.1).
06/22/20	Katie Roddy	4.90	Prepare ILEC compliance matters summary.
06/22/20	Tommy Scheffer	2.10	Correspond and telephone conferences with Company and A&M, K&E teams re cure disputes (.8); correspond with various IRU contract counterparties and K&E team re IRU contract assignments (1.3).
06/22/20	Al Stemp, P.C.	1.50	Review and comment on ILEC lease compliance summary.
06/22/20	Jenna Marie Stupar	0.50	Review and analyze issues re rejection of contract objection.
06/22/20	Benjamin C. Vizvary	0.30	Update IRU assumption and plan supplement trackers.
06/22/20	Dan Walbrun	2.10	Discuss open issues re compliance chart (1.0); review and comment on draft compliance chart (1.1).
06/23/20	Anthony Abate	4.40	Draft template reply to AppDirect objection to contract rejection notice (.4); prepare file and serve stipulation re TIP Owner, L.L.C. lease rejection (.2); prepare, file, and serve CNOs re rejection notices (3.0); coordinate with K&E team re same (.8).
06/23/20	Spencer Caldwell-McMillan	0.30	Correspond with claimants re extension.
06/23/20	Chris Ceresa	0.10	Correspond with T. Smith re outstanding CNOs for executory contract rejections.
06/23/20	Carrie Therese Oppenheim	2.10	Correspond with K&E team re CNOs for assumption and rejection notices (.4); prepare same for filing (1.7).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Margaret Reiney	6.70	Correspond with K&E team, A&M, and contract counterparties re cure objections (1.6); correspond with K&E team, A&M, and contract counterparties re July 21 cure hearing (3.2); correspond with Company re same (.6); draft and revise Zayo settlement materials (.9); correspond with Zayo re same (.4).
06/23/20	Katie Roddy	3.70	Prepare ILEC compliance matters summary.
06/23/20	Tommy Scheffer	2.20	Correspond and telephone conferences with various IRU contract counterparties and K&E team re IRU contract assignments (1.0); correspond with various contract counterparties, Company and A&M, K&E teams re assumed contracts (1.2).
06/23/20	Trudy Smith	6.70	Review and revise CNOs re assumption and rejection and review prior filings re same (3.8); correspond with K&E team re filing same (.4); correspond with C. Ceresa re objection status (.2); review lease rejection stipulation (.3); correspond with Gibson Dun re same (.2); prepare filing of same (.2); compile exhibits re CNOs (.7); review word documentation to send to chambers re CNO (.6); correspond with Stoel Rivers re confirmation order (.1); review correspondence from counterparties to Company re contract reconciliation (.2).
06/23/20	Al Stemp, P.C.	2.60	Review and comment on lease compliance summary (1.8); telephone conferences and correspond with D. Walbrun and K. Roddy re same (.8).
06/23/20	Jenna Marie Stupar	2.60	Review and analyze issues re Direct App contract rejection objection.
06/23/20	Dan Walbrun	4.00	Discuss open issues re compliance chart (1.5); review and comment on draft compliance chart (2.0); prepare chart for distribution (.5).
06/24/20	Carolyn E. Brown	5.20	Research and analyze case law re rejection of executory contracts (4.8); correspond with J. Stupar re reply to objection (.4).
06/24/20	Chris Ceresa	0.60	Review contract for executory-ness (.5); correspond with S. Caldwell-McMillan re same (.1).
06/24/20	Scott D. Price, P.C.	3.00	Draft and discuss MIP term sheet.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030927

Windstream Holdings, Inc.

Matter Number: 24706-18

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Margaret Reiney	1.20	Correspond with A&M, Company, and K&E team re contract cure negotiations (.8); correspond with Zayo re settlement (.4).
06/24/20	Jenna Marie Stupar	5.50	Review and analyze case law re contract rejection in light of Direct App contract rejection objection (3.5); develop strategy re same (2.0).
06/25/20	Carolyn E. Brown	2.80	Research and analyze case law re rejection of executory contracts.
06/25/20	Spencer Caldwell-McMillan	0.90	Correspond re open cure items (.3); review open cure issues (.6).
06/25/20	Margaret Reiney	1.60	Correspond with K&E team, contract counterparties, and A&M re cure disputes.
06/25/20	Jenna Marie Stupar	1.00	Review and analyze issues related to App Direct contract rejection objection.
06/26/20	Carolyn E. Brown	5.10	Research and analyze case law re contract rejection (1.4); communicate with J. Stupar re same (.4); attend telephone conference with K&E team re AppDirect reply strategy (.2); attend telephone conference with Company re AppDirect reply strategy (.6); draft outline re reply to objection (2.5).
06/26/20	Heidi Hockberger	1.70	Correspond with K&E team, Company, and Ballard Spahr re AppDirect contract rejection.
06/26/20	Margaret Reiney	3.20	Correspond with K&E team, A&M, and contract counterparties re cure reconciliation (2.6); revise materials re same (.6).
06/26/20	Jenna Marie Stupar	2.50	Review and analyze issues re App Direct contract rejection objection.
<b>Total</b>		<b>367.70</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030928**

**Client Matter: 24706-19**

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## In the Matter of Hearings

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 145,927.00

Total legal services rendered

\$ 145,927.00

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050030928  
 Matter Number: 24706-19

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	3.00	340.00	1,020.00
Carolyn E. Brown	1.00	610.00	610.00
Chris Ceresa	2.40	610.00	1,464.00
Uzo Dike	13.80	415.00	5,727.00
Cassandra E. Fenton	18.00	835.00	15,030.00
Yates French	14.00	1,165.00	16,310.00
Stephen E. Hessler, P.C.	13.10	1,635.00	21,418.50
Heidi Hockberger	7.40	845.00	6,253.00
Richard U. S. Howell, P.C.	12.50	1,245.00	15,562.50
John R. Luze	9.00	1,085.00	9,765.00
Carrie Therese Oppenheim	5.90	445.00	2,625.50
Francis Petrie	12.00	845.00	10,140.00
Ravi Subramanian Shankar	12.40	1,075.00	13,330.00
Gregory Tsonis	8.50	970.00	8,245.00
Brad Weiland	13.70	1,345.00	18,426.50
<b>TOTALS</b>	<b>146.70</b>		<b>\$ 145,927.00</b>



Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050030928  
 Matter Number: 24706-19

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/18/20	Francis Petrie	0.70	Telephonically attend omni hearing (.5); arrange logistics re same (.2).
06/18/20	Brad Weiland	0.70	Prepare for and participate in telephonic hearing.
06/24/20	Anthony Abate	3.00	Attend telephonic confirmation hearing and assist K&E team re same.
06/24/20	Uzo Dike	9.30	Attend plan confirmation hearing before Judge Drain via Zoom video (7.8); provide on-site support for R. Howell, Y. French and B. Weiland (1.5).
06/24/20	Cassandra E. Fenton	10.20	Prepare for and participate in confirmation hearing.
06/24/20	Yates French	7.00	Prepare for and attend confirmation hearing.
06/24/20	Stephen E. Hessler, P.C.	7.80	Telephone conference and correspond with K&E team re hearing (.5); attend hearing telephonically (7); telephone conference and correspond with K&E team and Company re next steps (.3).
06/24/20	Heidi Hockberger	4.80	Telephonically attend confirmation hearing.
06/24/20	Richard U. S. Howell, P.C.	8.00	Prepare for and attend confirmation hearing.
06/24/20	John R. Luze	6.40	Attend and participate in confirmation hearing.
06/24/20	Carrie Therese Oppenheim	4.50	Telephonically attend and assist with confirmation hearing.
06/24/20	Francis Petrie	7.40	Telephonically attend confirmation hearing.
06/24/20	Ravi Subramanian Shankar	8.30	Prepare for and attend confirmation hearing.
06/24/20	Gregory Tsonis	6.20	Attend confirmation hearing.
06/24/20	Brad Weiland	7.80	Prepare for and participate in confirmation hearing.
06/25/20	Carolyn E. Brown	1.00	Attend confirmation rebuttal and ruling.
06/25/20	Chris Ceresa	2.40	Telephonically attend confirmation hearing.
06/25/20	Uzo Dike	4.50	Attend conclusion of closing arguments re plan confirmation hearing before Judge Drain via Zoom video (4.0); provide support for attorneys re same (.5).
06/25/20	Cassandra E. Fenton	7.80	Prepare for and attend confirmation hearing.
06/25/20	Yates French	7.00	Prepare for and attend confirmation hearing.

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Hearings

Invoice Number: 1050030928  
 Matter Number: 24706-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Stephen E. Hessler, P.C.	5.30	Telephone conference and correspond with K&E team and Company re hearing (.5); attend hearing telephonically (4.8).
06/25/20	Heidi Hockberger	2.60	Telephonically attend confirmation hearing.
06/25/20	Richard U. S. Howell, P.C.	4.50	Prepare for and attend second day of confirmation hearing.
06/25/20	John R. Luze	2.60	Attend and participate in confirmation hearing.
06/25/20	Carrie Therese Oppenheim	1.40	Arrange telephonic participate re June 25 hearing and ruling (.4); telephonically attend same (1.0).
06/25/20	Francis Petrie	3.90	Telephonically attend rebuttal (1.5); ruling (2.4).
06/25/20	Ravi Subramanian Shankar	4.10	Prepare for and attend confirmation hearing.
06/25/20	Gregory Tsonis	2.30	Attend confirmation hearing.
06/25/20	Brad Weiland	5.20	Prepare for and participate in telephonic hearing re confirmation.
<b>Total</b>		<b>146.70</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030929**  
**Client Matter: 24706-22**

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## In the Matter of Plan/Disclosure Statement/Confirmation

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 1,153,586.00

Total legal services rendered

\$ 1,153,586.00

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	22.70	340.00	7,718.00
Joanna Aybar	0.70	340.00	238.00
Carolyn E. Brown	26.40	610.00	16,104.00
Chris Ceresa	62.90	610.00	38,369.00
Adam Collins	15.50	375.00	5,812.50
Uzo Dike	12.20	415.00	5,063.00
Cassandra E. Fenton	55.60	835.00	46,426.00
Yates French	77.30	1,165.00	90,054.50
Pratik K. Ghosh	48.00	835.00	40,080.00
Susan D. Golden	1.80	1,175.00	2,115.00
Julia D. Harper	22.50	610.00	13,725.00
Stephen E. Hessler, P.C.	20.90	1,635.00	34,171.50
Heidi Hockberger	4.20	845.00	3,549.00
Richard U. S. Howell, P.C.	130.80	1,245.00	162,846.00
Marc Kieselstein, P.C.	94.90	1,635.00	155,161.50
John R. Luze	68.00	1,085.00	73,780.00
Michele Manzo	0.50	275.00	137.50
Lekha Menon	24.10	725.00	17,472.50
Carrie Therese Oppenheim	47.80	445.00	21,271.00
Francis Petrie	200.20	845.00	169,169.00
Margaret Reiney	97.30	610.00	59,353.00
Tommy Scheffer	44.20	740.00	32,708.00
Ravi Subramanian Shankar	70.00	1,075.00	75,250.00
Trudy Smith	0.30	845.00	253.50
Gregory Tsonis	44.60	970.00	43,262.00
Gary M. Vogt	0.50	445.00	222.50
Brad Weiland	29.20	1,345.00	39,274.00
<b>TOTALS</b>	<b>1,223.10</b>		<b>\$ 1,153,586.00</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050030929  
 Matter Number: 24706-22

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Anthony Abate	0.20	Review and revise fourth exclusivity motion.
06/01/20	Chris Ceresa	1.00	Draft, revise language in confirmation order re Verizon settlement (.7); correspond re same with H. Hockberger (.3).
06/01/20	Cassandra E. Fenton	3.70	Participate in telephone conferences re confirmation hearing (2.0); participate in meet and conference (.5); review documents for production (1.2).
06/01/20	Susan D. Golden	0.40	Telephone conference with B. Weiland re Confirmation objection and reply deadlines.
06/01/20	Stephen E. Hessler, P.C.	2.50	Telephone conference with K. Moody re status update and next steps (.5); telephone conference and correspond with K&E team re litigation and discovery items (.5); telephone conference and correspond with K&E team re plan (.5); telephone conference and correspond with K&E team and Company re next steps (1.0).
06/01/20	Richard U. S. Howell, P.C.	7.50	Telephone conferences re open litigation and discovery issues re confirmation hearing (2.5); prepare and review correspondence re same (1.4); review legal research and other materials to prepare for confirmation hearing (.7); review documents produced from expert witnesses (.5); review additional materials for use in depositions (1.3); prepare and review correspondence re open non-confirmation litigation issues (.8); telephone conference to discuss same (.3).
06/01/20	Marc Kieselstein, P.C.	1.80	Focus on cash flow loan collateral issues and diminution issues.
06/01/20	John R. Luze	3.10	Review and analyze plan supplement issues (.6); conference with parties re same (.7); review and analyze confirmation issues (1.1); conference and correspond with K&E team re same (.7).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Francis Petrie	5.50	Telephone conference with K&E team re plan supplement (.3); review and revise exhibits re same (1.7); correspond with RSA parties re same (.4); review materials, notice of filing (.6); review confirmation brief and related declarations (1.9); correspond with KCC team, K&E team re solicitation procedures (.4); correspond with K&E team re rights offering (.2).
06/01/20	Margaret Reiney	0.60	Telephone conference with J. Rich re plan treatment (.1); correspond with K&E team re same (.2); review and revise confirmation order (.3).
06/01/20	Tommy Scheffer	2.30	Correspond with K&E team re confirmation order (.6); review and revise same (.9); correspond and telephone conferences with K&E team re plan supplement (.8).
06/01/20	Trudy Smith	0.10	Correspond with T. Scheffer and M. Reiney re claimants' inquiries about plan and voting.
06/01/20	Brad Weiland	2.30	Review plan and plan supplement items (.8); correspond and telephone conferences with K&E team re same (.4); review and analyze restructuring strategy items (1.1).
06/02/20	Chris Ceresa	0.20	Correspond with Verizon and H. Hockberger re language in confirmation order exhibit.
06/02/20	Cassandra E. Fenton	3.90	Correspond with experts re confirmation hearing (.8); analyze discovery requests and coordinate collection (.6); analyze expert analysis (2.5).
06/02/20	Richard U. S. Howell, P.C.	6.00	Telephone conferences to discuss open litigation and restructuring matters in advance of confirmation hearing (1.5); prepare and review correspondence re same (2.2); review materials in preparation for depositions (.5); telephone conference to discuss open non-confirmation litigation issues (.5); prepare and review correspondence re same (.3); telephone conference to discuss 9019 appeal (.2); review materials from Creditors' Committee (.8).
06/02/20	Marc Kieselstein, P.C.	4.00	Review UCC presentation to Judge Chapman re plan, unencumbered assets, diminution (1.8); analyze UCC Article 9 and bankruptcy issues re same, proof at trial (2.2).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	John R. Luze	1.80	Review and analyze confirmation issues (.9); conference and correspond with K&E team re same (.3); review and analyze plan supplement issues (.6).
06/02/20	Carrie Therese Oppenheim	0.30	Review, proof exclusivity motion.
06/02/20	Francis Petrie	5.10	Correspond with E. Joung, K&E team re rights offering procedures (.4); review materials re same (.5); correspond with stakeholders re motion to extend exclusivity (.2); review and revise plan supplement materials (1.5); correspond with M. Reiney, T. Scheffer, A&M team re same (1.5); correspond with KCC re notices and solicitation (.4); correspond re confirmation order and related materials (.6).
06/02/20	Margaret Reiney	2.50	Review and revise confirmation order (1.2); review and revise plan supplement notice (1.3).
06/02/20	Tommy Scheffer	3.00	Correspond with G. Flasser, K. Newman, P. Muthig, Texas taxing authorities and K&E team re confirmation order (.8); review and revise same (.7); research re same (.6); correspond and telephone conferences with R. Evergreen and KCC, K&E teams re swap claims (.9).
06/02/20	Brad Weiland	1.30	Correspondence and telephone conferences re plan supplement, confirmation materials with K&E team (.8); review and analyze materials re same (.5).
06/03/20	Cassandra E. Fenton	5.70	Participate in telephone conference re confirmation strategy (.4); participate in telephone conferences with experts re confirmation (1.0); analyze expert analysis (3.7); analyze procedural rule requirements (.6).
06/03/20	Julia D. Harper	3.00	Research responses to Mofo's arguments on collateral.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Richard U. S. Howell, P.C.	6.80	Review legal research and memoranda re legal issues for confirmation (1.4); prepare and review correspondence re open litigation items for confirmation discovery and hearing (2.0); telephone conferences to discuss same (.7); review materials from Creditors' Committee and prepare notes re same (.6); prepare and review correspondence re non-confirmation litigation issues (.4); prepare for and attend telephone conferences to discuss open expert issues for confirmation hearing (1.0); prepare and review correspondence re same (.7).
06/03/20	Marc Kieselstein, P.C.	2.70	Review outline confirmation argument (.5), telephone conference with plan sponsors re confirmation arguments (1.0), review diminution and best interest issues (1.2).
06/03/20	John R. Luze	2.60	Review and analyze confirmation issues (1.3); conference and correspond with K&E team re same (.6); review and analyze plan supplement issues (.7).
06/03/20	Carrie Therese Oppenheim	0.60	Correspond with K&E, KCC teams re service of plan supplement (.2); finalize same for filing (.4).
06/03/20	Francis Petrie	7.70	Correspond with Company re plan supplement exhibits (.7); review and revise materials re same (1.8); correspond with RSA parties, Company, A&M re same (2.5) arrange for filing re same (1.7); correspond with A&M, S. Caldwell-McMillan re contract treatment (.2); correspond with KCC team re service (.8).
06/03/20	Margaret Reiney	2.80	Review and revise confirmation order (1.3); review and revise plan supplement notice (1.1); correspond with K&E team and KCC re same (.4).



Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Tommy Scheffer	3.30	Correspond and telephone conference with K&E team re confirmation items (.4); correspond and telephone conferences with T. Capeheart and A&M, K&E teams re plan supplement (.7); review and revise confirmation order (.5); correspond with Texas Comptroller, T. LeDay and K&E team re same (.7); correspond and telephone conferences with KCC, K&E team re swaps (1.0).
06/03/20	Ravi Subramanian Shankar	5.10	Research re creditors' confirmation objections (4.3); research re same (.3); conference with K&E team re confirmation strategy (.3); review and analyze liquidation analysis (.2).
06/03/20	Brad Weiland	0.70	Prepare and revise materials re plan supplement.
06/04/20	Anthony Abate	0.60	Search for and distribute supplemental exclusivity order precedent.
06/04/20	Chris Ceresa	0.40	Update Uniti cure exhibit.
06/04/20	Cassandra E. Fenton	2.60	Participate in telephone conference with expert re confirmation (1.0); review and analyze documents for production (1.6).
06/04/20	Julia D. Harper	2.90	Research "general intangibles" under UCC.
06/04/20	Stephen E. Hessler, P.C.	1.30	Telephone conference and correspond with K&E team re plan supplement (.3); telephone conference and correspond with K&E team and Company re next steps (1).
06/04/20	Richard U. S. Howell, P.C.	6.20	Review materials re open confirmation discovery, litigation strategy and expert issues (3.5); telephone conferences to discuss same (1.8); prepare and review correspondence re same (.9).
06/04/20	Marc Kieselstein, P.C.	3.40	Review revised liquidation analysis, consider assumptions re intercompany issues, general intangibles (2.2); telephone conference re same (1.2).
06/04/20	John R. Luze	2.40	Review and analyze confirmation, evidentiary, and discovery issues (1.3); conference and correspond with K&E team re same (.6); review and analyze plan supplement issues (.5).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Carrie Therese Oppenheim	1.90	Telephone conference with J. Luze, K&E team re confirmation works in process (.5); cite check exclusivity motion (.8); finalize, file same (.5); correspond with KCC team re service (.1).
06/04/20	Francis Petrie	2.90	Review and revise plan supplement materials (.6); correspond with K&E team re finalizing same (.3); review and revise fourth motion to extend exclusivity (.4); correspond with Company, RSA parties re same (.2); telephone conference with K&E team re confirmation work in progress (.5); correspond with K&E team re rights offering procedures (.6); review and revise confirmation materials (.3).
06/04/20	Margaret Reiney	2.60	Telephone conference with K&E team re confirmation issues (.4); review and revise materials re same (.3); review and revise confirmation order (.6); research re PSA documentation (1.3).
06/04/20	Tommy Scheffer	2.40	Correspond with K&E team re backstop priority tranche under plan (.3); research and analyze plan re same (.6); correspond and telephone conferences with K&E team re confirmation items (.5); correspond with DOJ and K&E team re confirmation order (.5); correspond with K&E team re exclusivity motion (.5).
06/04/20	Ravi Subramanian Shankar	8.90	Revise legal research memorandum re confirmation objections (2.1); research re same (2.3); draft outline of presentation re confirmation issues (3.8); prepare for and conference with experts re confirmation analysis (.7).
06/05/20	Chris Ceresa	3.60	Correspond with A&M and K&E team re various cure issues from plan supplement (3.4); update materials re uniti assumption (.2).
06/05/20	Pratik K. Ghosh	4.00	Research and analyze case law and statutes re UCC objections to confirmation (3.8); correspond with J. Harper re same (.2).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/20	Stephen E. Hessler, P.C.	2.80	Telephone conference with K&E team, Company, PJT and A&M re weekly strategy call (1); telephone conference with K. Moody re status update (.5); telephone conference and correspond with K&E team and Company re next steps (.3); telephone conference and correspond with K&E team re mediation (1).
06/05/20	Richard U. S. Howell, P.C.	5.40	Review materials in preparation for confirmation hearing and confirmation depositions (2.2); review expert related materials for confirmation (1.0); prepare for and attend telephone conference to discuss open litigation issues (.7); prepare and review correspondence re same (1.5).
06/05/20	Marc Kieselstein, P.C.	5.00	Telephone conferences re litigation plan (3.3); review draft declaration re valuation and diminution (.9); review cases re proceeds vs accounts under UCC (.8).
06/05/20	John R. Luze	2.20	Review and analyze confirmation issues (1.3); conference and correspond with K&E team re same (.5); review and analyze plan supplement issues (.4).
06/05/20	Francis Petrie	3.20	Weekly group strategy telephone conference (.6); correspond with K&E team re declaration strategy and contents (.4); review and revise materials re same (.7); correspond with K&E, A&M teams re plan supplement materials and governance term sheet (.6); correspond with creditors re same (.3); review materials re same (.6).
06/05/20	Margaret Reiney	1.60	Compile plan supplement re executory contracts (1.2); correspond with K&E team and A&M re same (.4).
06/05/20	Tommy Scheffer	1.30	Correspond with G. Flasser and DPW, K&E teams re confirmation order (.4); review and revise same (.2); correspond with K&E team re plan supplement (.7).
06/05/20	Ravi Subramanian Shankar	3.40	Revise research memorandum re confirmation objections (.6); research re potential creditors objections to confirmation (2.8).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/20	Brad Weiland	2.20	Telephone conference re restructuring strategy with K&E team and follow up re same (.8); review and analyze plan and plan supplement items (.7); telephone conference and correspond with K&E team re same (.7).
06/06/20	Chris Ceresa	0.90	Correspond with A&M, K&E team including S. Caldwell-McMillan and counterparties re various issues re plan supplement.
06/06/20	John R. Luze	0.20	Review and analyze plan supplement issues.
06/06/20	Margaret Reiney	0.20	Correspond with K&E team re plan supplement.
06/07/20	Carolyn E. Brown	0.70	Review and analyze Committee's arguments re plan confirmation (.4); research and analyze case law re waiver of non-dischargeability arguments (.3).
06/07/20	Chris Ceresa	0.20	Correspond with counterparties re issues related to plan supplement.
06/07/20	Richard U. S. Howell, P.C.	1.50	Prepare and review correspondence re 9019 appeal (.4); review materials in preparation for confirmation depositions (1.1).
06/07/20	John R. Luze	0.20	Review and analyze plan supplement issues.
06/07/20	Francis Petrie	3.30	Review and revise confirmation materials.
06/07/20	Ravi Subramanian Shankar	3.10	Draft presentation re confirmation issues (.9); research re same (1.8); review and analyze liquidation analysis (.4).
06/07/20	Brad Weiland	1.10	Review and analyze plan confirmation items and status.
06/08/20	Chris Ceresa	1.80	Correspond with vendors, A&M, and Company re various inquiries re cures and plan supplement (1.3); update materials re same (.5).
06/08/20	Pratik K. Ghosh	4.00	Research and analyze case law re collateral encumbrance issues (3.9); correspond with C. Brown re same (.1).
06/08/20	Heidi Hockberger	0.50	Telephone conference with Pennsylvania attorney general's office attorney re plan.
06/08/20	Richard U. S. Howell, P.C.	1.50	Review materials in preparation for confirmation hearing and related depositions (1.2); telephone conference to discuss same (.3).
06/08/20	Marc Kieselstein, P.C.	3.90	Analyze confirmation issues.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	John R. Luze	2.30	Review and analyze confirmation and discovery issues (1.6); conference and correspond with K&E team re same (.7).
06/08/20	Francis Petrie	4.60	Correspond with Company, K&E team, DWT re warrant agreement and other plan supplement documents (1.8); correspond with K&E team re declarations in support of confirmation (.6); review and revise confirmation materials (2.2).
06/08/20	Margaret Reiney	2.90	Correspond with A&M and K&E team re plan supplement (.3); correspond with K&E team re Thomas declaration (.2); revise special warrant agreement (.6); draft, review, and revise Thomas declaration ISO confirmation (1.8).
06/08/20	Ravi Subramanian Shankar	4.00	Supervise and research re confirmation objections.
06/08/20	Brad Weiland	1.70	Review and analyze plan confirmation items and timeline (.5); review and analyze materials re confirmation case (.6); correspond and telephone conferences with K&E team re restructuring strategy (.6).
06/09/20	Chris Ceresa	1.00	Correspond with counterparties, A&M, and K&E team including S. Caldwell-McMillan re cure issues.
06/09/20	Pratik K. Ghosh	4.00	Research and analyze case law re collateral encumbrance issues (3.9); correspond with C. Brown re same (.1).
06/09/20	Julia D. Harper	2.50	Research whether tax attributes are "general intangibles" under UCC.
06/09/20	Richard U. S. Howell, P.C.	8.40	Prepare and review correspondence re open confirmation discovery and confirmation hearing issues (3.6); telephone conferences re same (1.2); telephone conferences re additional litigation issues re claims resolution (1.0); prepare and review correspondence and presentations re claims resolution issues (1.1); telephone conferences re expert reports for confirmation hearing (1.5).
06/09/20	Marc Kieselstein, P.C.	5.00	Review arguments re alleged litigation and confirmation issues.

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050030929  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	John R. Luze	3.30	Review and analyze confirmation and discovery issues (2.4); conference and correspond with K&E team re same (.9).
06/09/20	Francis Petrie	5.70	Correspond with RSA parties re plan supplement (.7); review and revise materials re same (1.1); correspond and review contract rejection schedule (.6); correspond with K&E team re confirmation materials (1.2); review and revise declarations re same (1.5); review materials re same (.6).
06/09/20	Margaret Reiney	3.20	Review and revise confirmation declarations (1.9); revise materials re plan supplement (.7); research re solicitation materials (.6).
06/09/20	Tommy Scheffer	3.20	Correspond with R. Evergreen and KCC, K&E teams re swap claims (.8); correspond and telephone conferences with S. Barham and K&E team re litigation claims (.4); correspond and telephone conferences with K&E team re confirmation declarations (.4); review and revise same (.9); correspond with Maslon, KCC, K&E teams re U.S. Bank claims (.7).
06/09/20	Trudy Smith	0.20	Correspond with TN relator re plan treatment and correspond with K&E team re same.
06/10/20	Carolyn E. Brown	3.00	Research and analyze case law re valuation of collateral for purposes of plan confirmation (2.3); draft and revise correspondence with opposing counsel re discovery responses and production (.7).
06/10/20	Pratik K. Ghosh	4.00	Research and analyze case law re collateral encumbrance issues (3.8); conference with R. Shankar and C. Brown re same (.2).
06/10/20	Heidi Hockberger	0.40	Telephone conference with K&E team re case status and confirmation matters.
06/10/20	Marc Kieselstein, P.C.	3.40	Review draft expert reports (1.2); consider settlement possibilities (.6); consider diminution claim case law and arguments (1.6).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	John R. Luze	4.20	Review and analyze confirmation issues (1.3); conference and correspond with K&E team re same (.8); review and analyze liquidation analysis issues (.6); conference with A&M re same (.5); review and analyze plan supplement issues (.7); correspond with K&E team re same (.3).
06/10/20	Carrie Therese Oppenheim	2.00	Review, revise confirmation hearing agenda (1.1); finalize, file first amended plan supplement (.9).
06/10/20	Francis Petrie	5.70	Review and revise confirmation papers and materials (2.9); telephone conferences with K&E, A&M team re plan supplement (.5); arrange plan supplement filing (1.5); correspond with RSA parties re same (.8).
06/10/20	Margaret Reiney	6.10	Review and revise confirmation declarations (1.4); correspond with K&E team and A&M re plan supplement (1.1); compile plan supplement (1.2); review and revise same (.7); telephone conference with K&E team and PSA parties re plan supplement materials (.4); telephone conferences with K&E team, A&M, and KCC re plan supplement filing (.9); revise materials re same (.4).
06/10/20	Tommy Scheffer	2.40	Correspond with S. MacGrath, R. Evergreen and KCC, K&E teams re solicitation items (.6); correspond and telephone conferences with K&E team re confirmation items (.5); review materials re same (.4); correspond and telephone conferences with C. Hull and K&E team re confirmation order (.9).
06/11/20	Chris Ceresa	2.30	Correspond with A&M, K&E team including S. Caldwell-McMillan re various claimants re cure issues (2.2); update materials re same (.1).
06/11/20	Pratik K. Ghosh	4.00	Research and analyze case law re collateral encumbrance issues (3.8); correspond with R. Shankar and C. Brown re same (.2).
06/11/20	Heidi Hockberger	0.30	Telephone conference with K&E team re case status and confirmation matters.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Richard U. S. Howell, P.C.	5.90	Review and provide comments to draft materials (1.2); prepare for confirmation depositions (1.5); prepare and review correspondence re open confirmation discovery and strategy issues (1.2); telephone conferences to discuss same (2.0).
06/11/20	Marc Kieselstein, P.C.	3.00	Work on confirmation issues.
06/11/20	John R. Luze	3.60	Review and analyze confirmation issues (.7); conference and correspond with K&E team re same (.8); review and analyze confirmation discovery issues (.6); conference with K&E team re same (.4); review and analyze plan supplement issues (.7); correspond with K&E team re same (.4).
06/11/20	Carrie Therese Oppenheim	0.60	Participate in K&E confirmation works in process telephone conference (.3); revise confirmation hearing agenda (.3).
06/11/20	Francis Petrie	7.40	Review and revise Leone report (.6); telephone conference with PJT, K&E teams re expert report status (.7); correspond with K&E team re same (.5); correspond with K&E team, RSA Parties, Company re plan supplement contents and filing (2.4); review and revise materials re same (2.0); correspond with N. Warther re restructuring steps memorandum (.4); telephone conference with K&E, KCC teams re 6A balloting (.3); telephone conference with K&E team re confirmation status (.5).
06/11/20	Margaret Reiney	1.70	Telephone conference with K&E team re confirmation materials (.6); telephone conference with K&E team and KCC re solicitation (.2); telephone conference with K&E team and PSA parties expert reports ISO confirmation (.9).
06/11/20	Tommy Scheffer	2.10	Correspond and telephone conferences with K&E team re confirmation items (.5); correspond and telephone conferences with KCC, K&E teams re solicitation items (.5); correspond and telephone conferences with RG, PW, Evercore, PJT, A&M, K&E teams re PJT expert report (1.1).



Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Brad Weiland	1.90	Review and analyze plan and plan supplement materials (.5); review and analyze confirmation items (.7); correspondence and telephone conferences re plan and restructuring strategy with K&E team, PJT (.7).
06/12/20	Chris Ceresa	3.20	Telephone conference with counterparty re cure issue (.2); correspond with A&M and counterparties re various cure issues (3).
06/12/20	Pratik K. Ghosh	4.00	Research and analyze case law re collateral encumbrance issues (3.9); conference with R. Shankar re same (.1).
06/12/20	Julia D. Harper	0.50	Research general intangibles.
06/12/20	Stephen E. Hessler, P.C.	2.60	Telephone conference with K&E team, Evercore, PW, PJT and A&M re weekly status update (.5); telephone conference with K&E team, Company, PJT and JPM re exit financing (1.0); telephone conference and correspond with K&E team and Company re next steps (1.1).
06/12/20	Heidi Hockberger	0.50	Telephone conference with K&E team re case status and confirmation matters.
06/12/20	Marc Kieselstein, P.C.	4.20	Work on confirmation issues.
06/12/20	John R. Luze	2.30	Review and analyze confirmation issues (1.2); conference and correspond with K&E team re same (1.1).
06/12/20	Lekha Menon	2.80	Conference and correspond with R. Shankar re valuation (.2); research issues re same (2.6).
06/12/20	Carrie Therese Oppenheim	3.00	Review procedures re remote evidentiary hearings (.6); correspond with F. Petrie re same (.2); draft proposed notice and order for same (1.4); revise confirmation agenda re objections (.8).
06/12/20	Francis Petrie	5.10	Correspond with RSA parties re plan supplement (1.7); review and revise materials re same (2.8); telephone conference with PJT, A&M teams re confirmation strategy (.6).
06/12/20	Margaret Reiney	2.50	Review and revise plan supplement materials (.8); review plan objections (.5); review and revise confirmation declarations (1.2).
06/12/20	Tommy Scheffer	0.80	Correspond with SS, K&E teams re second amended plan (.4); draft same (.4).

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050030929  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/20	Pratik K. Ghosh	3.00	Research and analyze case law and related statutes re collateral encumbrance issues.
06/13/20	Stephen E. Hessler, P.C.	0.40	Confer and correspond with K&E team re confirmation timeline and next steps.
06/13/20	Richard U. S. Howell, P.C.	3.30	Review materials in preparation for confirmation trial (1.8); prepare and review correspondence re same (1.3); telephone conference re same (.2).
06/13/20	Lekha Menon	1.00	Research issues re valuation.
06/13/20	Francis Petrie	2.20	Review and revise confirmation brief, declarations (1.8); correspond with K&E team re same, strategy (.4).
06/13/20	Margaret Reiney	1.50	Correspond with K&E team re declarations ISO confirmation (.2); review plan objections (.6); compile materials re same (.7).
06/13/20	Ravi Subramanian Shankar	2.60	Review and analyze materials re confirmation objections.
06/13/20	Brad Weiland	0.60	Review and analyze confirmation timeline and related items.
06/14/20	Chris Ceresa	2.90	Correspond with various parties re outstanding plan supplement requests (2.5); update tracing materials re same (.4).
06/14/20	Yates French	9.00	Prepare witnesses for deposition (2.5); review expert materials (2.6); research (2.4); review and revise draft briefing re confirmation (1.5).
06/14/20	Pratik K. Ghosh	3.00	Research and analyze case law and related statutes re collateral encumbrance issues.
06/14/20	Julia D. Harper	1.00	Research general intangibles.
06/14/20	Julia D. Harper	1.10	Review Tony Thomas deposition and summarize relevant portions re confirmation.
06/14/20	John R. Luze	0.50	Review and analyze confirmation issues.
06/14/20	Lekha Menon	1.30	Research issues re valuation.
06/14/20	Francis Petrie	3.50	Correspond with RSA parties, Company re Plan Supplement (.5); review and revise materials re same (2.5); correspond re confirmation papers (.5).
06/14/20	Margaret Reiney	2.00	Review and revise plan supplement (1.1); correspond with K&E team re same (.5); revise plan objection materials (.4).
06/14/20	Tommy Scheffer	0.90	Correspond with C. Momjian and K&E team re confirmation order.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/20	Ravi Subramanian Shankar	2.60	Research re confirmation objections.
06/14/20	Brad Weiland	0.90	Review and analyze plan materials and restructuring strategy.
06/15/20	Anthony Abate	1.80	Prepare, revise, file, and serve second amended plan supplement.
06/15/20	Chris Ceresa	3.10	Correspond with various claimants re cure reconciliation (2.8); update materials re same (.3).
06/15/20	Uzo Dike	12.20	Prepare for and attend witness prep session (4.8); draft briefing in support of confirmation (4.2); review produced documents (2.2); review and revise draft exhibit list (1).
06/15/20	Stephen E. Hessler, P.C.	2.10	Telephone conference with K&E team and Company re new directors announcement (.5); telephone conference with K&E team re work in process (1.0); telephone conference and correspond with K&E team and Company re next steps (.6).
06/15/20	Richard U. S. Howell, P.C.	10.90	Prepare and review correspondence re open confirmation discovery and litigation strategy issues (4.0); telephone conferences to discuss same (2.4); prepare witnesses for deposition (2.0); review materials in preparation for expert depositions and confirmation hearing (2.5).
06/15/20	Marc Kieselstein, P.C.	4.50	Review Thomas deposition (1.9); analyze expert declarations (1.1); analyze absolute priority and adequate protection arguments (1.5).
06/15/20	John R. Luze	1.60	Review and analyze confirmation issues (1.2); conference and correspond with K&E team re same (.4).
06/15/20	Lekha Menon	4.30	Research issues re valuation (3.3); review memorandum re same (1.0).
06/15/20	Carrie Therese Oppenheim	1.80	Revise proposed remote hearing procedures order (.6); submit same to chambers (.2); telephone conference with U. Dike, E. Andino re Zoom procedures (.3); follow up with K&E team re same (.2); prepare plan supplement for filing (.5).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Francis Petrie	8.70	Correspond with Company re Plan Supplement filing (1.0); review and revise plan supplement, related exhibits (3.1); correspond with RSA parties re filing documents (1.2); review and revise confirmation papers (3.4).
06/15/20	Margaret Reiney	3.60	Review and revise plan supplement materials (2.3); correspond with K&E team, PW, R&G, Company, A&M re same (.8); review and revise confirmation hearing materials (.5).
06/15/20	Tommy Scheffer	2.80	Correspond and telephone conferences with M. Wolford and K&E team re plan (.5); correspond and telephone conferences with DOJ, PA DOR, Texas Comptroller and K&E team re confirmation order (.8); review and revise same (.6); correspond with Company and RG, PW, KCC, A&M, K&E teams re plan supplement (.9).
06/15/20	Ravi Subramanian Shankar	6.20	Finalize research memorandum re confirmation objections (1.9); research re same (4.3).
06/15/20	Brad Weiland	2.30	Review and analyze plan supplement materials (.9); review and analyze plan confirmation materials (.6); telephone conferences and correspondence re plan supplement finalizing and filing with Company, K&E team (.8).
06/16/20	Carolyn E. Brown	1.70	Research and analyze case law re valuation of collateral and Section 552 (1.0); correspond with R. Shankar, P. Ghosh, and L. Menon re plan confirmation strategy (.2); prepare for and attend telephone conference re litigation claims (.5).
06/16/20	Chris Ceresa	4.60	Correspond with various counterparties re various issues related to the plan supplement and update materials re same.
06/16/20	Pratik K. Ghosh	1.00	Conference with K&E team re collateral encumbrance legal research issues (.2); research and analyze case law re same (.8).
06/16/20	Julia D. Harper	3.90	Research "general intangibles" under New York Uniform Commercial Code.
06/16/20	Marc Kieselstein, P.C.	4.50	Consider settlement possibilities (2.1); review cases re going concern vs liquidation value of primary assets (2.4).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	John R. Luze	2.70	Review and analyze confirmation issues (1.5); review and analyze plan supplement issues (.4); conference and correspond with K&E team re same (.8).
06/16/20	Lekha Menon	1.30	Conference and correspond with R. Shankar, K&E team re valuation research.
06/16/20	Carrie Therese Oppenheim	1.30	Revise confirmation hearing agenda (1.1); correspond with J. Westwood re service of procedures order and case website updates (.2).
06/16/20	Francis Petrie	4.70	Review and revise non-disclosure agreement re board member appointment (.5); review objections to confirmation and cures (2.5); review and revise brief, declarations, papers re same (1.5); correspond with K&E team re confirmation objectors and deadlines (.2).
06/16/20	Margaret Reiney	4.80	Review and revise summary of plan objections (1.9); correspond with K&E team, A&M, Company, and counterparties re objections (1.8); review and revise non-disclosure agreement for new board members pursuant to plan (.9); revise work in progress materials (.2).
06/16/20	Tommy Scheffer	2.90	Correspond and telephone conferences with R. Evergreen and KCC, A&M, K&E teams re solicitation, swap claims (.6); analyze documents re swap claims (.3); correspond with K&E team re plan objections (.9); analyze same (.4); correspond and telephone conferences with B. Glover, J. Demmy and K&E teams re confirmation order (.4); review and revise same (.3).
06/16/20	Brad Weiland	1.30	Review and analyze plan supplement materials (.5); correspond and telephone conference re same with K&E team (.3); review and analyze restructuring strategy and open items (.5).
06/17/20	Chris Ceresa	5.90	Correspond with various counterparties, A&M, and K&E team including S. Caldwell-McMillan re various issues re plan supplement and update materials re same.
06/17/20	Cassandra E. Fenton	4.40	Analyze documents re confirmation hearing preparation (1.7); draft documents re confirmation hearing preparation (2.7).

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050030929  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Pratik K. Ghosh	4.00	Research and analyze case law and statutes re collateral encumbrance issues (3.5); draft summary re same (.5).
06/17/20	Susan D. Golden	0.50	Telephone conference with R. Howell re confirmation logistics.
06/17/20	Julia D. Harper	3.90	Research general intangibles.
06/17/20	Stephen E. Hessler, P.C.	1.10	Telephone conference with K. Moody re status update (.5); telephone conference and correspond with K&E team re work in process (.6).
06/17/20	Richard U. S. Howell, P.C.	9.30	Review materials in preparation for depositions and confirmation trial (3.5); prepare and review correspondence re same (2.8); telephone conferences depositions and confirmation hearing strategy (1.7); review research and draft reply brief materials (1.3).
06/17/20	Marc Kieselstein, P.C.	2.50	Work on absolute priority issues in anticipation of objections.
06/17/20	John R. Luze	2.20	Review and analyze confirmation issues (1.3); conference and correspond with K&E team re same (.9).
06/17/20	Lekha Menon	3.40	Research issues re confirmation.
06/17/20	Carrie Therese Oppenheim	3.60	Participate in telephone conference with J. Luze and K&E team re confirmation work in process (.6); revise confirmation hearing agenda (1.6); correspond with K&E team re same (.3); compile participants re notice of intent to Zoom (.3); correspond with U. Dike re same (.4); finalize, file CNO re exclusivity motion (.3); submit same to chambers (.1).
06/17/20	Francis Petrie	5.60	Telephone conference with K&E team re settlement status (.6); correspond with K&E team re plan objections (1.8) correspond re confirmation trial (2.4); telephone conferences with M. Reiney, J. Luze re same (.8).
06/17/20	Francis Petrie	1.40	Review and revise Modell's Automatic Stay Motion and Notice of Termination (.7); correspond with Company, parties re same (.7).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Margaret Reiney	8.30	Telephone conference with K&E team and Company re rejected contracts (.8); correspond with K&E team, A&M, and contract counterparties re plan objections (4.0); telephone conference with K&E team re plan supplement and objections (.9); review and revise materials for plan objections (1.6); telephone conference with K&E team and Niagara Mohawk re cure amount and plan objection (.5); correspond with K&E team and KCC re voting record (.5).
06/17/20	Tommy Scheffer	2.10	Correspond with S. Robinson and K&E team re confirmation order (.4); review and revise same (.3); correspond with K&E team re plan objections (.5); analyze same (.3); correspond and telephone conferences with K&E team re confirmation items (.6).
06/17/20	Brad Weiland	0.70	Review and analyze plan and plan supplement materials (.3); review and analyze confirmation materials (.4).
06/18/20	Anthony Abate	0.60	Draft notice of third amended plan supplement.
06/18/20	Chris Ceresa	4.40	Correspond with various counterparties, A&M, and K&E team including S. Caldwell-McMillan re various issues re to plan supplement and update materials re same.
06/18/20	Cassandra E. Fenton	5.40	Analyze and revise documents re confirmation hearing preparation (2.5); analyze documents for exhibit list (1.9); participate in telephone conference re strategy (1.0).
06/18/20	Yates French	12.50	Prepare for Nystrom deposition (3.3); prepare for and attend witness prep session (4); review and revise briefing in support of confirmation (5.2).
06/18/20	Pratik K. Ghosh	5.00	Research and analyze case law and statutes re collateral encumbrance issues (3.5); review and analyze security agreement re same (.5); draft summary re same (1.0).
06/18/20	Stephen E. Hessler, P.C.	1.80	Telephone conference and correspond with K&E team re confirmation briefing, hearing, objections (1.0); telephone conference and correspond with K&E team and Company re next steps (.8).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Richard U. S. Howell, P.C.	11.00	Prepare for and attend deposition of N. Grossi (5.5); prepare and review correspondence re open confirmation issues (2.6); telephone conferences to discuss same (1.5); review materials in preparation for confirmation hearing (1.4).
06/18/20	Marc Kieselstein, P.C.	4.50	Review deposition transcripts (2.0); review cases in anticipation of objections to plan (2.5).
06/18/20	John R. Luze	1.90	Review and analyze confirmation issues (1.3); conference and correspond with K&E team re same (.6).
06/18/20	Lekha Menon	8.80	Research issues re confirmation (3.9); telephone conference and correspond with C. Brown re same (.5); analyze issues re same (3.9); correspond with K&E team re same (.5).
06/18/20	Carrie Therese Oppenheim	1.90	Revise confirmation hearing agenda re objection status (1.1); coordinate logistics re remote virtual hearing (.6); correspond with K&E team re same (.2).
06/18/20	Francis Petrie	10.50	Review and revise amended plan (3.4); confirmation order (2.7); Thomas declaration (1.3); plan supplement (3.1).
06/18/20	Margaret Reiney	8.40	Correspond with K&E team, A&M, and contract counterparties re assumption (4.3); correspond with parties re zoom participation in confirmation hearing (.2); review and revise confirmation order (.2); review plan language re insurance (.2); telephone conference with K&E team re confirmation status (1.1); telephone conference with K&E team re plan supplement (.2); review and revise non-disclosure agreement for prospective board members (.2); review and revise plan (.2); research re confirmation brief (.6); review and revise brief ISO confirmation (.3); review voting report (.2); review and revise plan organizational materials (.7).



Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Tommy Scheffer	3.40	Correspond and telephone conferences with J. Demmy, C. Momjian and KT, SS, K&E teams re confirmation order, second amended plan (.9); review and revise confirmation order (.9); correspond and telephone conferences with K&E team re confirmation items (.7); review and revise second amended plan (.9).
06/18/20	Gregory Tsonis	4.80	Review and analyze precedent re confirmation issues.
06/18/20	Brad Weiland	2.20	Review and analyze plan, confirmation materials, plan supplement (1.2); correspond with K&E team re same (.3); correspond and telephone conference with Company re same (.7).
06/19/20	Chris Ceresa	3.50	Correspond and telephone conference with various counterparties, A&M, and K&E team including M. Reiney re various cure issues and update plan supplement materials re same.
06/19/20	Pratik K. Ghosh	3.00	Research and analyze case law and statutes re collateral encumbrance issues (2.0); review and analyze security agreement re same (.5); draft summary re same (.5).
06/19/20	Susan D. Golden	0.40	Correspond with Y. French and K&E team re confirmation brief.
06/19/20	Julia D. Harper	3.70	Review Leone deposition and summarize.
06/19/20	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K&E team re plan and plan supplement materials and next steps.
06/19/20	Richard U. S. Howell, P.C.	10.80	Telephone conferences and video conferences to prepare for confirmation trial, including telephone conferences re reply briefing (4.7); prepare and review correspondence re same (2.4); review objections to confirmation (2.5); review materials in preparation for confirmation hearing (1.2).
06/19/20	Marc Kieselstein, P.C.	5.80	Review committee and indenture trustee briefs (2.4); telephone conferences re reply briefing (3.4).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	John R. Luze	3.90	Review and analyze confirmation and brief issues (1.7); conference and correspond with K&E team re same (.9); research and analyze issues re confirmation brief and response to objections (1.3).
06/19/20	Lekha Menon	1.20	Research re confirmation issues (1.0); correspond with C. Brown, R. Shankar re same (.2).
06/19/20	Carrie Therese Oppenheim	2.30	Revise confirmation hearing agenda (1.2); review confirmation objection tracker (.4); telephone conference with A. Gorman re contact information for objecting parties (.2); revise motion to exceed page limits re brief (.3); correspond with KCC, K&E team re service deadlines for upcoming filings (.2).
06/19/20	Francis Petrie	17.70	Review and revise confirmation papers, declarations (14.2); telephone conferences with K&E team and Company re same (1.2); review materials re same (2.3).
06/19/20	Margaret Reiney	7.00	Compile voting report and exhibits (.7); review and revise confirmation order (.6); review and revise plan (.3); review plan re insurance provisions (.3); correspond with K&E team, A&M, and contract counterparties re plan supplement (4.2); review and revise plan organizational materials (.9).
06/19/20	Tommy Scheffer	1.90	Correspond and telephone conferences with Company and K&E team re confirmation order (.7); review language re same (.7); correspond and telephone conferences with KCC, K&E team re swap claims (.5).
06/19/20	Ravi Subramanian Shankar	6.70	Review and analyze confirmation objections (1.4); research re confirmation objections and research re same (2.4); conference with K&E team re confirmation and claim disputes (.8); draft confirmation brief (2.1).
06/19/20	Gary M. Vogt	0.50	Research, compile requested precedent re confirmation hearing exhibit lists.
06/19/20	Brad Weiland	2.20	Review and analyze plan and plan supplement materials (1.6); correspond with K&E team re same (.6).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/20	Cassandra E. Fenton	9.00	Review and analyze confirmation objections (1.9); draft confirmation reply (2.3); analyze and revise documents re confirmation preparation (2.7); review and analyze exhibit lists (1.1); participate in telephone conferences re confirmation objections reply (1.0).
06/20/20	Yates French	10.20	Review and revise draft reply in support of confirmation.
06/20/20	Pratik K. Ghosh	4.00	Review and analyze UCC and Trustee confirmation objection briefs (2.5); research and analyze case law re same (1.0); review and analyze related filings re same (.3); correspond with K&E team re same (.2).
06/20/20	Richard U. S. Howell, P.C.	4.70	Telephone conferences to discuss confirmation briefing and confirmation hearing strategy (1.5); prepare and review correspondence re same (1.7); review legal research and draft briefing and provide comments to same (1.5).
06/20/20	Marc Kieselstein, P.C.	4.50	Review and revisions to reply brief, review cases cited in objections.
06/20/20	John R. Luze	3.80	Research and analyze issues re confirmation brief (2.4); draft and revise same (1.2); correspond with K&E team re same (.2).
06/20/20	Francis Petrie	9.70	Review and revise confirmation papers, declarations (3.3); telephone conferences with K&E team re same (.7); review objections and case law (5.7).
06/20/20	Margaret Reiney	4.60	Research re plan classification (3.1); review and revise voting report (.5); draft confirmation brief insert (.5); correspond with K&E team re confirmation telephone conference (.2); correspond with K&E team and A&M re plan supplement (.3).
06/20/20	Tommy Scheffer	0.30	Correspond with K&E team re deal structure.
06/20/20	Ravi Subramanian Shankar	8.30	Revise confirmation brief (5.9); research re same (2.4).
06/20/20	Gregory Tsonis	8.60	Research and analyze precedent and draft reply brief (7.6); conference with K&E team via telephone re brief (1.0).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/20	Carolyn E. Brown	9.60	Draft and revise reply brief (8.1); attend telephone conference re reply brief and confirmation plan strategy (1.5).
06/21/20	Chris Ceresa	1.10	Telephone conference with K&E team including J. Luze re cure disputes (.7); correspond re cure language for confirmation order (.4).
06/21/20	Adam Collins	15.50	Review and prepare exhibits to confirmation brief (10.3); assist with preparation of confirmation hearing exhibits (5.2).
06/21/20	Yates French	11.50	Review and revise draft reply in support of confirmation.
06/21/20	Stephen E. Hessler, P.C.	1.20	Telephone conference and correspond with K&E team re confirmation and next steps.
06/21/20	Richard U. S. Howell, P.C.	8.70	Review materials to prepare for confirmation hearing (3.0); review and provide comments to draft briefing (2.7); prepare and review correspondence re confirmation hearing issues (1.4); telephone conferences to discuss confirmation hearing strategy and reply brief (1.6).
06/21/20	Marc Kieselstein, P.C.	4.20	Work on reply brief edits (2.8); review settlement proposals (1.4).
06/21/20	John R. Luze	8.50	Draft and revise confirmation and replay brief (3.6); conference and correspond with K&E team re same (1.8); research and analyze issues re same (2.4); review and analyze issues re objections (.7).
06/21/20	Carrie Therese Oppenheim	3.50	Cite check confirmation brief (2.2); revise confirmation hearing agenda (.9); review scheduling order re confirmation brief filing deadlines (.2); compile precedent notices of filing re plan and proposed order (.2).
06/21/20	Francis Petrie	18.60	Review and revise confirmation papers, declarations (11.1); telephone conferences and correspond with K&E team re same (4.1); review objections and case law (3.4).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/20	Margaret Reiney	12.70	Telephone conference with K&E team re confirmation status (.8); telephone conference with K&E team re confirmation brief (1.2); review and revise confirmation order language (1.4); review and revise confirmation brief (4.4); correspond with K&E team re same (1.8); review and revise confirmation materials (1.8); review and revise voting report (.4); compile exhibits re same (.9).
06/21/20	Tommy Scheffer	3.10	Correspond and telephone conferences with K&E team re confirmation items.
06/21/20	Ravi Subramanian Shankar	10.80	Revise confirmation brief (7.5); supervise legal research and revisions re same (.7); conference with K&E team re same (2.6).
06/21/20	Gregory Tsonis	11.40	Research and analyze precedent and draft reply brief (7.3); conference with attorneys via telephone re brief and confirmation hearing (1.9); review and analyze objections and draft work product (2.2).
06/21/20	Brad Weiland	3.30	Review and analyze plan and confirmation materials, including plan supplement (2.0); correspond and telephone conferences with K&E team, advisors re same (1.3).
06/22/20	Anthony Abate	12.50	Prepare courtesy copies re 6/24 confirmation hearing materials (4.8); correspond with C. Oppenheim re same (.5); review and revise confirmation hearing agenda (1.8); correspond with C. Oppenheim re same (.5); prepare hearing reference materials for confirmation hearing (3.2); correspond with U. Dike and C. Oppenheim re same (.7); compile and organize docket filings (.5) correspond with K&E team re recently filed pleadings (.5).
06/22/20	Joanna Aybar	0.70	Prepare confirmation binders for printing and distribution (.5); correspond with A. Abate and C. Oppenheim re docket items (.2).
06/22/20	Carolyn E. Brown	5.60	Review and revise reply brief (4.5); review reply brief to prepare closing argument (.7); attend telephone conference re closing argument (.4).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Chris Ceresa	4.20	Correspond with counterparties, A&M, and K&E team including M. Reiney re various inquiries and update materials re same (3.6); telephone conference with Company and K&E team including M. Reiney re same (.6).
06/22/20	Cassandra E. Fenton	6.40	Review and revise confirmation brief and reply (3.7); prepare for confirmation hearing (2.7).
06/22/20	Yates French	11.70	Prepare for and attend witness prep meetings (3.5); finalize and file reply in support of confirmation (4.7); prepare for confirmation hearing (3.5).
06/22/20	Pratik K. Ghosh	1.00	Research and analyze case law re collateral encumbrance issues (.8); summarize and correspond with K&E team re same (.2).
06/22/20	Susan D. Golden	0.50	Telephone conference with B. Weiland and Y. French re reply to plan objections (.3); telephone conference with D. Li re exclusivity order (.2).
06/22/20	Richard U. S. Howell, P.C.	10.60	Prepare for and attend multiple witness preparation sessions (3.7); prepare for confirmation hearing (4.5); prepare and review correspondence re open confirmation hearing issues (1.6); review and provide comments to draft confirmation brief (.8).
06/22/20	Marc Kieselstein, P.C.	5.00	Review reply brief (1.0), strategize for 6/24 hearing (3.5), review supporting briefs (.5).
06/22/20	John R. Luze	7.50	Draft and revise confirmation brief (3.6); research and analyze issues re same (2.3); conference and correspond with K&E team re same (.8); coordinate filing of confirmation brief materials (.8).
06/22/20	Michele Manzo	0.50	Prepare confirmation materials for chambers (.4); correspond with K&E team re same (.1).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Carrie Therese Oppenheim	12.50	Review, finalize confirmation brief (.8); telephone conference with J. Luze, F. Petrie re status of same (.2); prepare redacted and unredacted versions for filing and service (.5); file same (.4); prepare exhibits re R. Howell declaration (.8); correspond with F. Petrie re unredacted service version (.3); revise confirmation agenda (.4); prepare courtesy binders for Chambers delivery (1.3); draft notice of filing corrected table re confirmation brief (.5); finalize, file same (.8); revise proposed confirmation order (1.1); review, file third amended plan supplement (.8); revise technical modifications plan (.9); finalize, file same (.8); prepare hearing reference materials (2.9).
06/22/20	Francis Petrie	18.10	Review and revise confirmation papers, declarations (13.1); telephone conferences and correspond with K&E team re same (2.9); review objections and case law (2.1).
06/22/20	Margaret Reiney	5.50	Review and revise confirmation materials (2.6); review and revise confirmation brief (1.1); review and revise confirmation order (1.4); review and revise third plan supplement (.4).
06/22/20	Tommy Scheffer	2.80	Correspond with G. Flasser, B. Glover and RG, PW, K&E teams re confirmation order (1.5); review and revise same (1.3).
06/22/20	Ravi Subramanian Shankar	7.20	Draft and finalize confirmation reply brief (4.3); review and revise confirmation presentation (.9); prepare for confirmation hearing (2.0).
06/22/20	Gregory Tsonis	10.30	Research and analyze precedent and draft reply brief (4.2); conference with attorney team via telephone re confirmation hearing (.4); review and analyze documents and draft closing argument slides (4.4); review R. Shankar and F. Petrie edits and draft updated slides (1.3).
06/22/20	Brad Weiland	1.60	Review and analyze plan and confirmation materials.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Anthony Abate	6.40	Prepare courtesy copies re 6/24 confirmation hearing materials (3.0); prepare hearing reference materials for confirmation hearing (1.8); correspond with K&E team re same (.6); correspond with printing vendor re same (.8); draft template notice of entry of confirmation order and effective date (.2).
06/23/20	Carolyn E. Brown	1.20	Attend telephone conference re plan confirmation hearing strategy (.7); review and analyze case law re absolute priority rule (.5).
06/23/20	Chris Ceresa	6.40	Correspond with counterparties, A&M, and K&E team including M. Reiney re various plan supplement issues and objections (5.1); telephone conference with counterparties, A&M, and K&E team including M. Reiney re same (1.3).
06/23/20	Cassandra E. Fenton	9.40	Prepare witnesses for confirmation hearing (4.3); prepare for confirmation hearing (3.4); analyze confirmation objection (1.7).
06/23/20	Yates French	14.20	Prepare for and attend witness prep sessions (4.6); review pleadings re confirmation (2.4); review hearing exhibits (2.2); prepare witness examinations (2.6); prepare for confirmation hearing (2.4).
06/23/20	Stephen E. Hessler, P.C.	2.60	Telephone conference and correspondence with K&E team and Company re restructuring strategy (1.2); telephone conference and correspond with K&E team re plan (.6); telephone conference and correspond with K&E team re next steps (.8).
06/23/20	Heidi Hockberger	0.80	Telephone conference with K&E team re confirmation hearing preparation.
06/23/20	Richard U. S. Howell, P.C.	12.30	Prepare and review materials in preparation for confirmation hearing (7.5); prepare for and attend witness preparation sessions (2.0); prepare and review correspondence re confirmation hearing (1.3); telephone conferences to discuss open confirmation issues (1.5).
06/23/20	Marc Kieselstein, P.C.	7.00	Preparation for trial (4.5); telephone conferences re same (1.5), review closing deck and revisions thereto (1.0).



Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	John R. Luze	3.20	Review and analyze confirmation materials (1.6); conference and correspond with K&E team re same (.8); prepare for and review materials re confirmation hearing (.8).
06/23/20	Carrie Therese Oppenheim	8.90	Prepare confirmation hearing reference materials (4.3); correspond and telephone conferences with E. Andino re telephonic hearing participation and Court courtesy copies (.4); prepare and compile electronic versions of courtesy copies (.9); correspond with A. Gorman and KCC team re case website updates (.4); coordinate logistics re Zoom hearing attendance and public dial in (.6); telephone conference with K&E team re confirmation hearing preparations (.6); finalize closing presentation and objection summary chart for printing and chambers delivery (.8); coordinate logistics for same (.9).
06/23/20	Francis Petrie	18.30	Review and revise confirmation papers (12.4); closing deck (3.1); telephone conferences with K&E team re same (2.8).
06/23/20	Margaret Reiney	3.80	Review and revise confirmation materials (2.4); review and revise confirmation order (1.4).
06/23/20	Tommy Scheffer	3.20	Correspond and telephone conferences with K&E team re confirmation items (.7); correspond and telephone conferences with K&E team re confirmation order (1.1); correspond and telephone conferences with K&E team re hearing strategy (.5); correspond and telephone conferences with various counterparties re plan (.9).
06/23/20	Ravi Subramanian Shankar	1.10	Review and revise confirmation presentation (.5); prepare for and attend telephone conference with K&E team re confirmation strategy (.6).
06/23/20	Gregory Tsonis	9.50	Review and analyze edits and draft confirmation closing argument presentation (7.2); revise confirmation slides (1.1); confer via telephone with K&E team re confirmation (1.2).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030929

Windstream Holdings, Inc.

Matter Number:

24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Brad Weiland	2.20	Review and analyze plan and disclosure statement (.9); telephone conferences and correspondence re restructuring strategy with Company, advisors (.8); correspond and telephone conference re plan items with team (.5).
06/24/20	Anthony Abate	0.40	Prepare hearing reference materials for confirmation hearing.
06/24/20	Carolyn E. Brown	4.60	Attend telephone conference re plan confirmation rebuttal (.7); research and analyze case law re recharacterization and collateral valuation (3.9).
06/24/20	Chris Ceresa	8.10	Correspond with claimants, A&M, and K&E team including M. Reiney re various cure claims issues (1.3); attend telephonically confirmation hearing (6.8).
06/24/20	Cassandra E. Fenton	5.10	Research and analyze case law in preparation for confirmation hearing.
06/24/20	Yates French	8.20	Research re case law law re confirmation issues.
06/24/20	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team and Company re confirmation litigation.
06/24/20	Heidi Hockberger	1.70	Telephone conference with K&E team re confirmation hearing preparation (.7); research re same (1.0).
06/24/20	Marc Kieselstein, P.C.	10.50	Attend confirmation hearing (7.0); consider questions raised by the Court in advance of 6/25 closing arguments and telephone conferences re same (3.5).
06/24/20	John R. Luze	1.70	Conference and correspond with K&E team re confirmation issues.
06/24/20	Carrie Therese Oppenheim	2.50	Prepare materials for confirmation hearing (1.7); correspond with chambers re additional courtesy copy delivery and public case dial in (.3); correspond with KCC re case website updates for continued hearing (.2); arrange production of hearing transcript (.3).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030929

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Francis Petrie	9.10	Review and revise CenturyLink research email (.4); draft materials re hearing, same (1.3); review and correspond re DIP order (.3); correspond with K&E team re plan provisions (.4); research re diminution value (.4); research re recognition agreement (.4); review and revise same (2.7); correspond and telephone conferences with Paul Weiss, Ropes, K&E teams re confirmation strategy (3.2).
06/24/20	Margaret Reiney	3.00	Correspond with Company and K&E team re confirmation order language (.8); research re confirmation hearing prep (2.2).
06/24/20	Brad Weiland	0.70	Review and analyze plan and disclosure statement.
06/25/20	Chris Ceresa	2.40	Correspond with claimants, A&M, and K&E team including M. Reiney re various cure claims issues (2.1); correspond with counterparties and M. Reiney re confirmation order issues (.3).
06/25/20	Marc Kieselstein, P.C.	5.50	Telephone conference with 1Ls, Elliott re answers to supplemental questions raised by court, internal telephone conferences re same (1.3), review cases re availability of recharacterization outside of bankruptcy (1.0), attend hearing re confirmation (3.2).
06/25/20	John R. Luze	1.10	Conference and correspond with K&E team re confirmation issues.
06/25/20	Francis Petrie	12.70	Review and revise rebuttal materials (2.4); telephone conferences with K&E, Paul Weiss, Ropes teams re rebuttals (1.4); research materials re same (1.4); draft materials re same (.9); correspond with parties, objectors, chambers re confirmation order (.8); review same (.8); draft notice of cleansing (1.1); revise materials re same (1.0); correspond with Company, Ropes, PW, MoFo re same (2.3); revise form notice of confirmation and effective date (.6).

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1050030929  
 Matter Number: 24706-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Margaret Reiney	4.00	Review and revise confirmation hearing materials (1.1); telephone conference with K&E team re same (.5); telephone conference with K&E team, A&M, and R&G re same (.6); review and revise confirmation order (1.4); correspond with counterparties re same (.4).
06/26/20	Anthony Abate	0.20	Prepare and revise confirmation order redline.
06/26/20	Chris Ceresa	1.70	Correspond with claimants, A&M, and K&E team including M. Reiney re various cure claims issues.
06/26/20	John R. Luze	1.20	Review and analyze confirmation order and post-confirmation issues.
06/26/20	Carrie Therese Oppenheim	1.10	Prepare, finalize confirmation order for submission.
06/26/20	Francis Petrie	3.20	Review and revise exit financing non-disclosure agreement (.7); correspond with PJT re same (.9); correspond with RSA, objecting party re confirmation order contents (.8); correspond with chambers re same (.4); review and correspond re final version (.4).
06/26/20	Margaret Reiney	1.40	Review and revise confirmation order (.9); correspond with K&E team and contract counterparties re same (.5).
<b>Total</b>		<b>1,223.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030930**

**Client Matter: 24706-23**

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## In the Matter of Regulatory Matters

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 5,714.00

Total legal services rendered

\$ 5,714.00

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Regulatory Matters

Invoice Number: 1050030930  
Matter Number: 24706-23

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Kelsey Marie Laugel	2.90	835.00	2,421.50
Francis Petrie	2.30	845.00	1,943.50
Margaret Reiney	1.40	610.00	854.00
Kurt J. Wunderlich	0.60	825.00	495.00
<b>TOTALS</b>	<b>7.20</b>		<b>\$ 5,714.00</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Regulatory Matters

Invoice Number: 1050030930  
 Matter Number: 24706-23

### Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Kelsey Marie Laugel	0.80	Correspond with K&E team and opposing counsel and Company re Hart-Scott-Rodino filing.
06/01/20	Francis Petrie	0.30	Correspond with K&E, PJT teams re Hart-Scott-Rodino approval.
06/01/20	Kurt J. Wunderlich	0.50	Correspond with S. Kobrick re Hart-Scott-Rodino filing analysis (.2); correspond with K. Laugel, H. Hockberger and B. Weiland re Hart-Scott-Rodino filing analysis (.3).
06/02/20	Kelsey Marie Laugel	0.30	Correspond with K&E team and Company re Hart-Scott-Rodino filing analysis.
06/03/20	Kelsey Marie Laugel	1.00	Correspond with opposing counsel, K&E team re Hart-Scott-Rodino filing analysis.
06/03/20	Kurt J. Wunderlich	0.10	Research re non-US competition filing analysis.
06/04/20	Kelsey Marie Laugel	0.50	Correspond with K&E team re Hart-Scott-Rodino filing analysis.
06/04/20	Francis Petrie	0.40	Correspond with K&E team re warrant agreement (.2); review materials re same (.2).
06/05/20	Francis Petrie	1.10	Correspond with J. Luze re FCC procedures and regulatory approval (.3); review materials re same (.8).
06/05/20	Margaret Reiney	1.40	Review precedent re regulatory compliance language (1.1); correspond with K&E team re same (.3).
06/10/20	Kelsey Marie Laugel	0.30	Correspond with Company and opposing counsel (.2); update relativity (.1).
06/26/20	Francis Petrie	0.50	Revise Company materials re 8-K filing.
<b>Total</b>		<b>7.20</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030931**

**Client Matter: 24706-24**

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**In the Matter of K&E Retention and Fee Matters**

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 8,520.00

Total legal services rendered

\$ 8,520.00



Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 K&E Retention and Fee Matters

Invoice Number: 1050030931  
 Matter Number: 24706-24

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	1.70	340.00	578.00
Emily Flynn	0.40	740.00	296.00
Hannah Kupsky	0.50	340.00	170.00
Carrie Therese Oppenheim	2.70	445.00	1,201.50
Francis Petrie	1.70	845.00	1,436.50
Margaret Reiney	3.10	610.00	1,891.00
Tommy Scheffer	2.30	740.00	1,702.00
Trudy Smith	0.20	845.00	169.00
Brad Weiland	0.80	1,345.00	1,076.00
<b>TOTALS</b>	<b>13.40</b>		<b>\$ 8,520.00</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030931

Windstream Holdings, Inc.

Matter Number:

24706-24

K&amp;E Retention and Fee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/02/20	Carrie Therese Oppenheim	1.10	Draft third omnibus fee order (.7); draft notice of filing same (.4).
06/03/20	Anthony Abate	0.60	Draft templates fourteenth and fifteenth monthly fee statements.
06/03/20	Francis Petrie	0.30	Correspond with A&M re interim compensation procedures (.2); review materials re same (.1).
06/03/20	Margaret Reiney	1.00	Review interim compensation fee procedures (.2); correspond with F. Petrie re same (.1); review and revise weekly fee estimate (.4); correspond with T. Scheffer re same (.3).
06/03/20	Tommy Scheffer	0.50	Correspond with Company and A&M, K&E teams re fee estimate report (.2); review and revise same (.3).
06/08/20	Emily Flynn	0.40	Revise parties in interest list.
06/08/20	Trudy Smith	0.20	Correspond with E. Flynn re supplemental declaration and interested parties list.
06/09/20	Hannah Kupsky	0.50	Prepare for and file fee statements and notices.
06/10/20	Margaret Reiney	0.90	Review and revise weekly fee invoice (.6); correspond with K&E team re same (.3).
06/10/20	Tommy Scheffer	0.90	Correspond with Company and A&M, K&E teams re fee estimate report (.4); review and revise same (.5).
06/11/20	Francis Petrie	0.90	Correspond with K&E team re proposed fee order.
06/12/20	Carrie Therese Oppenheim	0.30	Review, compile proposed fee order and notice of same.
06/15/20	Carrie Therese Oppenheim	0.90	Finalize, file proposed interim fee order (.4); compile documents for submission to chambers (.3); prepare courtesy binders for chambers (.2).
06/17/20	Margaret Reiney	1.20	Draft talking points re third interim fee application (.5); review and revise weekly fee estimate (.7).
06/17/20	Tommy Scheffer	0.30	Correspond with Company, A&M, K&E teams re fee estimate report (.2); review and revise same (.1).
06/17/20	Brad Weiland	0.80	Review and analyze fee application items.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030931

Windstream Holdings, Inc.

Matter Number: 24706-24

K&amp;E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Anthony Abate	0.50	Draft third interim fee invoice.
06/22/20	Anthony Abate	0.30	Review and revise third interim fee invoice.
06/24/20	Tommy Scheffer	0.60	Correspond with Company, A&M, K&E teams re fee estimate report (.3); review and revise same (.3).
06/25/20	Carrie Therese Oppenheim	0.20	Review third interim fee invoice re outstanding amount due.
06/26/20	Anthony Abate	0.30	Review and revise third interim fee invoice and correspond with K&E team re same.
06/26/20	Carrie Therese Oppenheim	0.20	Finalize invoice re third interim fee hold back.
06/26/20	Francis Petrie	0.50	Correspond with K&E, A&M teams re Kirkland retention and payment.
<b>Total</b>		<b>13.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030932**  
**Client Matter: 24706-25**

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**In the Matter of Non-K&E Retention and Fee Matters**

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 7,014.50

Total legal services rendered

\$ 7,014.50

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Non-K&E Retention and Fee Matters

Invoice Number: 1050030932  
 Matter Number: 24706-25

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony Abate	2.70	340.00	918.00
Spencer Caldwell-McMillan	0.70	740.00	518.00
Chris Ceresa	0.40	610.00	244.00
Carrie Therese Oppenheim	1.00	445.00	445.00
Francis Petrie	1.60	845.00	1,352.00
Margaret Reiney	1.30	610.00	793.00
Tommy Scheffer	2.80	740.00	2,072.00
Brad Weiland	0.50	1,345.00	672.50
<b>TOTALS</b>	<b>11.00</b>		<b>\$ 7,014.50</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030932

Windstream Holdings, Inc.

Matter Number:

24706-25

Non-K&amp;E Retention and Fee Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/02/20	Tommy Scheffer	0.40	Correspond with SEG, K&E teams re SEG monthly fee statement.
06/03/20	Carrie Therese Oppenheim	0.30	Review, file SolomonEdwards eleventh monthly fee statement.
06/03/20	Tommy Scheffer	0.70	Correspond with SEG, K&E teams re SEG monthly fee statement.
06/04/20	Chris Ceresa	0.40	Review and revise supplemental A&M declaration re retention.
06/05/20	Anthony Abate	0.70	Prepare, file and serve tenth amendment to ordinary course professional list and two declarations of disinterestedness (.4); update ordinary course professional tracker chart re same (.3).
06/05/20	Spencer Caldwell-McMillan	0.40	Review and revise supplemental declaration for A&M.
06/05/20	Carrie Therese Oppenheim	0.30	Finalize, file PwC April monthly fee statement.
06/05/20	Francis Petrie	0.70	Review ordinary course professional schedule amendment (.2); correspond with M. Reiney, ordinary course professional, Company re same (.3); arrange for filing of same (.2).
06/05/20	Margaret Reiney	0.70	Review declarations of disinterestedness and ordinary course professional materials (.4); correspond with K&E team, Company and counterparties re same (.3).
06/08/20	Anthony Abate	0.20	Prepare, file and serve third supplemental A&M declaration.
06/08/20	Spencer Caldwell-McMillan	0.30	Correspond with K&E team and A&M re filing of declaration for A&M.
06/09/20	Tommy Scheffer	0.50	Correspond with KPMG, K&E teams re KPMG monthly fee statement (.2); review same (.3).
06/11/20	Anthony Abate	0.80	Review and revise omnibus order granting third interim fee applications (.6); prepare, file and serve second supplemental AV&Co. engagement letter (.2).
06/11/20	Carrie Therese Oppenheim	0.40	Correspond with K&E team re supplemental AV&Co. engagement letter (.2); revise proposed interim fee order and notice of filing (.2).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030932

Windstream Holdings, Inc.

Matter Number:

24706-25

Non-K&amp;E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Francis Petrie	0.90	Review and revise filing re AV&Co supplemental engagement letter.
06/11/20	Margaret Reiney	0.60	Revise supplemental notice re AV&Co (.2); correspond with K&E team re same (.4).
06/12/20	Anthony Abate	0.60	Prepare, file and serve 14th monthly A&M fee statement.
06/17/20	Brad Weiland	0.50	Review and analyze fee application items for other professionals.
06/24/20	Anthony Abate	0.40	Prepare, file, and serve 12th monthly SolomonEdwards and 14th monthly PwC fee statements.
06/24/20	Tommy Scheffer	0.80	Correspond with KPMG, PJT teams re fee applications (.2); review SEG fee monthly fee statement (.4); correspond with SEG, K&E team re same (.2).
06/25/20	Tommy Scheffer	0.40	Correspond with A&M, K&E teams re AV&Co engagement, interim compensation procedures.
<b>Total</b>		<b>11.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030933**

**Client Matter: 24706-27**

---

## In the Matter of Tax Matters

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 130,774.00

Total legal services rendered

\$ 130,774.00



Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Tax Matters

Invoice Number: 1050030933  
 Matter Number: 24706-27

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
William A. Levy, P.C.	37.70	1,645.00	62,016.50
Carrie Therese Oppenheim	1.50	445.00	667.50
Francis Petrie	2.30	845.00	1,943.50
Margaret Reiney	0.20	610.00	122.00
Tommy Scheffer	1.60	740.00	1,184.00
Anthony Vincenzo Sexton	17.40	1,265.00	22,011.00
Nicholas Warther	43.10	975.00	42,022.50
Brad Weiland	0.60	1,345.00	807.00
<b>TOTALS</b>	<b>104.40</b>		<b>\$ 130,774.00</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030933

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/01/20	William A. Levy, P.C.	0.80	Review PLR request.
06/01/20	Anthony Vincenzo Sexton	0.20	Review and revise PLR submission.
06/01/20	Nicholas Warther	4.20	Review and analyze tax law re structuring emergence (1.5); correspond with KPMG, Company, creditor counsel re PLR submission (.7); compile PLR submission and correspond with A. Sexton re same (2.0).
06/02/20	William A. Levy, P.C.	1.40	Telephone conference with J. Bruns re backup opinion (.6); telephone conference with C. Arumi re backup opinion (.8).
06/02/20	Anthony Vincenzo Sexton	0.60	Telephone conference with Company re tax modeling issues (.1); review and analyze materials re same (.2); correspond with K&E team re same (.3).
06/02/20	Nicholas Warther	0.80	Telephone conference with GT, KPMG, K&E team re GT valuation (.4); correspond with GMG consulting re Nebraska tax claim (.4).
06/03/20	William A. Levy, P.C.	6.00	Review GT draft valuation materials (2.3); telephone conference with GT, Company re valuation materials (.9); prepare for weekly telephone conference with KPMG, Company (.6); telephone conference with KPMG, Company (.9); review E&P report (1.3).
06/03/20	Tommy Scheffer	0.60	Correspond with Texas Comptroller, Company and K&E team re Texas tax settlement.
06/03/20	Anthony Vincenzo Sexton	1.90	Telephone conference with Company and GT re valuation draft (.5); standing telephone conference with Company and KPMG re modeling and analysis issues (.9); review and analyze modeling and true lease issues (.5).
06/03/20	Nicholas Warther	3.10	Telephone conference with GT, K&E team, and Company re GT report (.5); telephone conference with Company, K&E team and KPMG re weekly status telephone conference (1.0); correspond with Ryan team re Texas audits (.4); correspond with K&E team re tax modeling for transaction (.5); correspond with Company re GT modeling (.7).

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030933

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	William A. Levy, P.C.	1.70	Review E&P calculations (.9); telephone conference with KPMG, Company, K&E team re E&P (.8).
06/04/20	Carrie Therese Oppenheim	1.30	Revise Nebraska tax settlement motion (.6); finalize, file same (.7).
06/04/20	Francis Petrie	0.70	Arrange for filing of tax settlement (.5), correspond with tax team re same (.2).
06/04/20	Tommy Scheffer	0.40	Correspond with K&E team re Nebraska tax settlement motion (.2); revise same (.2).
06/04/20	Anthony Vincenzo Sexton	0.60	Review and revise plan supplement documentation.
06/04/20	Nicholas Warther	4.30	Telephone conference with Company, KPMG and K&E team re E&P modeling (1.0); review and analyze the same (.8); correspond with Company and K&E team re resolution of tax claims (.5); review and revise tax portions of warrant agreement (1.6); correspond with K&E team re Grant Thornton analysis (.4).
06/05/20	William A. Levy, P.C.	1.00	Telephone conference with GT, Company, K&E team re valuation draft.
06/05/20	Anthony Vincenzo Sexton	1.20	Telephone conference with K&E team, Company and GT re status of valuation and true lease work (1.0); review and revise plan supplement documents (.2).
06/05/20	Nicholas Warther	2.70	Telephone conference with GT, Company and K&E team re GT appraisal (1.0); review and analyze LLC governance term sheet and correspond with K&E team re same (.8); correspond with K&E team re plan supplement (.3); correspond with DPW re lease opinions (.4); correspond with KPMG re modeling (.2).
06/08/20	Francis Petrie	0.30	Correspond with Company re tax analysis and corporate structure.
06/08/20	Margaret Reiney	0.20	Correspond with K&E team re tax attributes.
06/08/20	Anthony Vincenzo Sexton	0.30	Correspond with K&E team re tax attribute issues.
06/08/20	Nicholas Warther	2.20	Draft restructuring steps memo for plan supplement and correspond with A. Sexton re same (1.8); correspond with K&E team, A. Sexton re tax modeling (.4).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030933

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Francis Petrie	1.30	Correspond with K&E team re structuring (.5); correspond with Company re same (.5); review liquidation and structuring materials (.3).
06/09/20	Anthony Vincenzo Sexton	0.20	Review and revise plan supplement documents.
06/09/20	Nicholas Warther	1.40	Correspond with K&E team re CARES Act treatment of deferring FICA (.3); correspond with K&E team re timing of restructuring (.4); correspond with K&E team re Texas sales and use tax claims (.2); review and revise plan supplement (.5).
06/10/20	William A. Levy, P.C.	3.60	Telephone conference with DPW, K&E team re tax opinion status (.7); review E&P analysis (1.1); telephone conference with Company, KPMG, K&E team re EP analysis (.8); weekly tax telephone conference with Company, KPMG, K&E team (1.0).
06/10/20	Anthony Vincenzo Sexton	2.80	Telephone conference with KPMG and Company re tax modeling and structuring (1.0); review and analyze materials re same (.9); telephone conference with KPMG and Company re E&P analysis (.6); telephone conference with DPW re status of tax opinion issues (.3).
06/10/20	Nicholas Warther	4.10	Telephone conference with Company, KPMG and K&E team for weekly tax status telephone conference (1.1); telephone conference with Company, KPMG and K&E team to discuss E&P modeling (1.0); telephone conference with DPW and K&E team re status of true lease opinions (.7); correspond with K&E team and Company re same (.5); review and revise description of transaction steps and correspond with A. Sexton re same (.8).
06/11/20	William A. Levy, P.C.	1.40	Analyze opinion considerations (1.1); telephone conference with K&E team re opinion considerations (.3).
06/11/20	Tommy Scheffer	0.60	Correspond with KCC, K&E teams re Texas tax claims.

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030933

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Anthony Vincenzo Sexton	1.10	Telephone conference with K&E team re opinion issues (.3); review and analyze materials re same (.3); correspond with K&E team re claim reconciliation issues (.2); review plan supplement documents (.3).
06/11/20	Nicholas Warther	3.80	Telephone conference with K&E team re true lease opinions (.8); review and revise tax portions of rights offering documents and correspond with K&E team re same (3.0).
06/11/20	Brad Weiland	0.60	Correspond with K&E team re tax items (.3); telephone conference with K&E team re same (.3).
06/12/20	William A. Levy, P.C.	0.60	Telephone conference with GT, Company, K&E team re tax opinion valuation.
06/12/20	Anthony Vincenzo Sexton	1.60	Telephone conference with Company and GT re tax opinion valuation issues (.6); telephone conference with Company re status of tax modeling and related issues (.3); review and analyze materials re same (.4); review and revise plan supplement documents (.3).
06/12/20	Nicholas Warther	0.20	Review and analyze representation letter for true lease opinions.
06/14/20	Anthony Vincenzo Sexton	0.30	Review plan supplement documents.
06/14/20	Nicholas Warther	0.40	Correspond with K&E team re timing of structuring steps.
06/15/20	William A. Levy, P.C.	3.30	Telephone conferences with A. Sexton, K. Moody re true lease opinion considerations (1.1); analyze true lease opinion matters (.6); review draft rep letter from Uniti re true lease matters (1.6).
06/15/20	Anthony Vincenzo Sexton	1.30	Telephone conference with K&E team and Company re lease issues (.5); telephone conference with Company re tax opinion and related issues (.5); review and analyze materials re same (.3).
06/15/20	Nicholas Warther	2.10	Telephone conference with M. Eisenstein and N. Bessey re treatment of LA and WA tax claims (.5); correspond with K&E team re same (.6); review and revise DPW draft rep letter (1.0).
06/16/20	William A. Levy, P.C.	2.60	Review draft rep letter to DPW.

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030933

Windstream Holdings, Inc.

Matter Number:

24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Nicholas Warther	0.70	Correspond with K&E team re resolution of tax claims (.1); review and revise closing agreement for NY S&U tax claims (.4); correspond with Company re true lease rep letter (.2).
06/17/20	William A. Levy, P.C.	2.20	Weekly tax telephone conference (.8); review E&P materials (1.4).
06/17/20	Anthony Vincenzo Sexton	1.20	Telephone conference with K&E team, Company and KPMG re tax modeling (.7); review rep letter (.5).
06/17/20	Nicholas Warther	2.80	Correspond with Company, K&E team re resolution of tax claims (.7); telephone conference with K&E team, Company and KPMG for weekly status telephone conference (1.0); produce comparison of representation in rep letter to settlement agreement (1.1).
06/18/20	Carrie Therese Oppenheim	0.20	Submit corrected Florida Department of Revenue settlement order to chambers.
06/18/20	Nicholas Warther	3.00	Correspond with K&E team and Company counsel re negotiation with taxing authorities (.5); review and analyze question re NY corporate income tax claim (1.0); review and revise rep letter with reference to precedent (1.5).
06/19/20	William A. Levy, P.C.	3.10	Review Company rep letter (2.3); telephone conference with Company, GT, K&E team re valuation (.8).
06/19/20	Anthony Vincenzo Sexton	0.70	Telephone conference with Company and GT re valuation issues (.5); correspond with K&E team and Company re rep letter issues (.2).
06/19/20	Nicholas Warther	0.20	Telephone conference with GT, K&E team and Company re appraisal for leases.
06/22/20	Nicholas Warther	0.90	Telephone conference with F. Petrie and C. Robinson re resolution of tax claims (.6); correspond with K&E team and K. Moody re representations for true lease opinion (.3).
06/23/20	William A. Levy, P.C.	1.80	Telephone conference with Company, K&E team re rep letter (1.0); review proposed rep letter revisions (.8).

Legal Services for the Period Ending June 26, 2020

Invoice Number: 1050030933

Windstream Holdings, Inc.

Matter Number: 24706-27

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Anthony Vincenzo Sexton	1.20	Telephone conference with Company and K&E team re rep issues (.7); correspond with K&E team re same (.3); review materials re same (.2).
06/23/20	Nicholas Warther	2.70	Telephone conference with Company, K&E team re true lease rep letter (1.0); review and revise rep letter and correspond with K&E team re same (1.2); correspond with DPW, K&E team re true lease opinion (.5).
06/24/20	William A. Levy, P.C.	4.20	Weekly telephone conference with KPMG, Company, K&E team (1.0); telephone conference re valuation materials with GT, K&E team, Company (1.0); telephone conference with DPW re rep letter, opinions (1.1); review revised rep letter (1.1).
06/24/20	Anthony Vincenzo Sexton	1.60	Telephone conference with KPMG and Company re tax modeling and related issues (1.0); review and revise materials re same (.4); correspond with K&E team re representation issues (.2).
06/24/20	Nicholas Warther	1.50	Telephone conference with Company, KPMG, GT and K&E team re true lease opinions (.5); telephone conference with Company, GT and K&E team re same (.5); review and revise Company true lease rep letter (.5).
06/25/20	William A. Levy, P.C.	3.40	Revise Company rep letter (1.2); telephone conference with GT, Company re valuation (1.0); telephone conference with DPW re opinion, valuation matters (1.2).
06/25/20	Nicholas Warther	0.80	Review and revise true lease rep letter and correspond with K&E team re same.
06/26/20	William A. Levy, P.C.	0.60	Telephone conferences with K&E team, DPW re opinions.
06/26/20	Anthony Vincenzo Sexton	0.60	Telephone conference with DPW and K&E team re opinion issues (.3); review and revise materials re same (.3).
06/26/20	Nicholas Warther	1.20	Telephone conference with DPW, K&E team re status of true lease opinions (.8); correspond with Company re rep letter (.4).
<b>Total</b>		<b>104.40</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030934**  
**Client Matter: 24706-31**

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## In the Matter of Vendor Matters

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 3,965.00

Total legal services rendered

\$ 3,965.00



Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Vendor Matters

Invoice Number: 1050030934  
Matter Number: 24706-31

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**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Chris Ceresa	6.50	610.00	3,965.00
<b>TOTALS</b>	<b>6.50</b>		<b>\$ 3,965.00</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030934

Windstream Holdings, Inc.

Matter Number:

24706-31

Vendor Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/03/20	Chris Ceresa	2.00	Revise, revise vendor settlements (1.7); correspond with H. Hockberger and S. Caldwell-McMillan re same (.3).
06/04/20	Chris Ceresa	2.10	Review and revise vendor settlements (1.1); correspond with H. Hockberger re same (.2); draft, review and revise letter to cease and desist (.8).
06/05/20	Chris Ceresa	1.60	Revise two vendor settlements (.9); correspond with H. Hockberger re same (.1); revise letter re rejected contract (.5); correspond with H. Hockberger re same (.1).
06/08/20	Chris Ceresa	0.50	Correspond with Company and K&E team re vendor settlement issues.
06/09/20	Chris Ceresa	0.30	Correspond with H. Hockberger re issues related to vendor settlements.
<b>Total</b>		<b>6.50</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030936**  
**Client Matter: 24706-33**

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## In the Matter of Mediation

For legal services rendered through June 26, 2020  
(see attached Description of Legal Services for detail)

\$ 11,976.50

Total legal services rendered

\$ 11,976.50

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Mediation

Invoice Number: 1050030936  
Matter Number: 24706-33

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Stephen E. Hessler, P.C.	1.40	1,635.00	2,289.00
Francis Petrie	0.80	845.00	676.00
Brad Weiland	6.70	1,345.00	9,011.50
<b>TOTALS</b>	<b>8.90</b>		<b>\$ 11,976.50</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030936

Windstream Holdings, Inc.

Matter Number:

24706-33

Mediation

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
06/05/20	Brad Weiland	0.40	Correspond and telephone conference re status with Hon. S. Chapman, J. Eisen.
06/15/20	Brad Weiland	0.40	Correspond and telephone conference re mediation with Hon. S Chapman.
06/18/20	Francis Petrie	0.80	Review and revise non-disclosure statement re mediation (.3); correspond with Ropes, Company re same (.5).
06/19/20	Brad Weiland	1.20	Correspond re mediation with Hon. S. Chapman, other mediation parties re discussions (.5); telephone conferences re same with client (.7).
06/20/20	Brad Weiland	1.70	Correspond re mediation and potential settlement with Hon. S. Chapman (.5); telephone conference re same with Hon. S. Chapman (.4); follow up with team re mediation and settlement discussions (.8).
06/22/20	Stephen E. Hessler, P.C.	0.80	Telephone conference and correspond with K&E team re potential settlement and mediation.
06/22/20	Brad Weiland	1.50	Correspondence and telephone conferences with Hon. S. Chapman re potential settlement, mediation (.7); follow up re same (.4); discuss same with client (.4).
06/23/20	Stephen E. Hessler, P.C.	0.60	Telephone conference and correspond with K&E team re potential settlement.
06/23/20	Brad Weiland	0.90	Correspondence and telephone conferences re potential settlement with Hon. S. Chapman.
06/24/20	Brad Weiland	0.60	Correspond re status with Hon. S. Chapman (.3); telephone conference with Hon. S. Chapman re same (.3).
<b>Total</b>		<b>8.90</b>	

**Exhibit J**

**Detailed Description of Expenses and Disbursements for the Fourth Interim Fee Period**

**March 2020 – Expenses**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050026826**

**Client Matter: 24706-32**

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## In the Matter of Expenses

For expenses incurred through March 31, 2020  
(see attached Description of Expenses for detail)

\$ 201,924.18

Total expenses incurred

\$ 201,924.18



Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	735.86
Standard Copies or Prints	165.00
Color Copies or Prints	1,291.95
Scanned Images	46.80
Closing/Mini Books	12.00
Outside Messenger Services	1,084.20
Local Transportation	703.93
Travel Expense	26,859.90
Airfare	6,167.99
Transportation to/from airport	3,385.58
Travel Meals	1,082.25
Other Travel Expenses	24,973.78
Court Reporter Fee/Deposition	24,301.60
Appearance Fees	102.00
Working Meals/K&E and Others	1,387.11
Catering Expenses	67,144.50
Outside Retrieval Service	230.00
Computer Database Research	107.00
Westlaw Research	8,893.12
LexisNexis Research	8,137.21
Overtime Transportation	787.56
Overtime Meals - Attorney	425.91
Rental Expenses	21,245.41
Client Electronic Data Storage	516.68
Overnight Delivery - Hard	1,449.84
Computer Database Research - Soft	687.00
<b>Total</b>	<b>\$ 201,924.18</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Description of Expenses****Third Party Telephone Charges**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/19/20	John R. Luze - John R. Luze, Hotel - Internet	14.95
02/20/20	John R. Luze - John R. Luze, Internet	16.99
02/22/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Hotel - Internet	57.95
02/29/20	Intrado Enterprise Collaboration Inc - Conference calls	0.36
02/29/20	Intrado Enterprise Collaboration Inc - Teleconference	9.68
02/29/20	Intrado Enterprise Collaboration Inc - Teleconference	0.48
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Internet	14.99
03/04/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	72.00
03/04/20	COURTCALL LLC	51.00
03/12/20	Stephen E. Hessler, P.C. - Stephen E. Hessler, PDA Roaming	20.00
03/15/20	Stephen E. Hessler, P.C. - Stephen E. Hessler, PDA Roaming	40.00
03/17/20	Francis Petrie - Francis Petrie, Teleconference	67.50
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.32
03/31/20	Intrado Enterprise Collaboration Inc - Teleconferences	8.71
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference charges	3.57
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference.	6.12
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	39.01
03/31/20	Intrado Enterprise Collaboration Inc - Conference calls	5.53
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference.	7.95
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	2.56
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	15.18
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.76
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	88.36
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.85
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	18.25
03/31/20	Intrado Enterprise Collaboration Inc - Conference Calls	7.78
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.82
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	5.02
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	13.40

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050026826  
24706-32Expenses

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03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	17.07
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.69
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	24.17
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.01
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.46
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	9.44
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	6.01
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	2.44
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.51
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	5.49
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	5.22
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.55
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.83
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	25.71
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	2.40
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.77
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	4.10
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	13.08
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference.	2.41
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.22
03/31/20	Intrado Enterprise Collaboration Inc - Teleconference	5.19
	<b>Total</b>	<b>735.86</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses**Standard Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/02/20	Standard Copies or Prints	1.70
03/02/20	Standard Copies or Prints	0.20
03/02/20	Standard Copies or Prints	0.30
03/02/20	Standard Copies or Prints	0.60
03/03/20	Standard Copies or Prints	0.20
03/03/20	Standard Copies or Prints	0.30
03/03/20	Standard Copies or Prints	0.90
03/03/20	Standard Copies or Prints	7.20
03/03/20	Standard Copies or Prints	11.30
03/03/20	Standard Copies or Prints	1.60
03/04/20	Standard Copies or Prints	0.20
03/04/20	Standard Copies or Prints	3.30
03/04/20	Standard Copies or Prints	0.80
03/04/20	Standard Copies or Prints	0.10
03/04/20	Standard Copies or Prints	0.10
03/04/20	Standard Copies or Prints	21.70
03/04/20	Standard Copies or Prints	1.00
03/05/20	Standard Copies or Prints	0.70
03/05/20	Standard Copies or Prints	0.50
03/05/20	Standard Copies or Prints	22.30
03/05/20	Standard Copies or Prints	3.00
03/05/20	Standard Copies or Prints	0.10
03/06/20	Standard Copies or Prints	0.60
03/06/20	Standard Copies or Prints	0.40
03/06/20	Standard Copies or Prints	0.20
03/06/20	Standard Copies or Prints	0.30
03/06/20	Standard Copies or Prints	1.80
03/06/20	Standard Copies or Prints	0.70
03/08/20	Standard Copies or Prints	1.70
03/09/20	Standard Copies or Prints	0.10
03/09/20	Standard Copies or Prints	1.00
03/09/20	Standard Copies or Prints	9.00
03/09/20	Standard Copies or Prints	1.30
03/10/20	Standard Copies or Prints	13.10

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number: 1050026826  
 Matter Number: 24706-32

Expenses

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03/10/20	Standard Copies or Prints	0.70
03/10/20	Standard Copies or Prints	2.80
03/10/20	Standard Copies or Prints	1.20
03/10/20	Standard Copies or Prints	1.50
03/10/20	Standard Copies or Prints	1.70
03/10/20	Standard Copies or Prints	2.70
03/10/20	Standard Copies or Prints	0.20
03/11/20	Standard Copies or Prints	3.00
03/11/20	Standard Copies or Prints	11.20
03/11/20	Standard Copies or Prints	0.40
03/11/20	Standard Copies or Prints	1.30
03/12/20	Standard Copies or Prints	2.10
03/12/20	Standard Copies or Prints	1.90
03/12/20	Standard Copies or Prints	0.20
03/12/20	Standard Copies or Prints	2.90
03/13/20	Standard Copies or Prints	9.60
03/13/20	Standard Copies or Prints	3.50
03/13/20	Standard Copies or Prints	3.40
03/13/20	Standard Copies or Prints	1.30
03/13/20	Standard Copies or Prints	0.10
03/14/20	Standard Copies or Prints	0.50
03/16/20	Standard Copies or Prints	1.50
03/18/20	Standard Copies or Prints	3.00
	<b>Total</b>	<b>165.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses**Color Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/02/20	Color Copies or Prints	5.50
03/02/20	Color Copies or Prints	9.35
03/03/20	Color Copies or Prints	17.05
03/03/20	Color Copies or Prints	64.35
03/03/20	Color Copies or Prints	8.25
03/03/20	Color Copies or Prints	77.00
03/04/20	Color Copies or Prints	10.45
03/04/20	Color Copies or Prints	100.65
03/04/20	Color Copies or Prints	78.65
03/04/20	Color Copies or Prints	9.90
03/04/20	Color Copies or Prints	1.65
03/04/20	Color Copies or Prints	1.65
03/05/20	Color Copies or Prints	32.45
03/05/20	Color Copies or Prints	0.55
03/05/20	Color Copies or Prints	73.70
03/05/20	Color Copies or Prints	9.35
03/05/20	Color Copies or Prints	7.15
03/06/20	Color Copies or Prints	17.60
03/06/20	Color Copies or Prints	2.20
03/06/20	Color Copies or Prints	29.15
03/06/20	Color Copies or Prints	46.20
03/06/20	Color Copies or Prints	59.40
03/07/20	Color Copies or Prints	5.50
03/08/20	Color Copies or Prints	7.15
03/08/20	Color Copies or Prints	2.20
03/09/20	Color Copies or Prints	19.25
03/09/20	Color Copies or Prints	21.45
03/09/20	Color Copies or Prints	12.65
03/10/20	Color Copies or Prints	66.00
03/10/20	Color Copies or Prints	3.30
03/10/20	Color Copies or Prints	86.90
03/10/20	Color Copies or Prints	0.55
03/10/20	Color Copies or Prints	22.00
03/11/20	Color Copies or Prints	0.55

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.

Invoice Number: 1050026826  
Matter Number: 24706-32

Expenses

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03/11/20	Color Copies or Prints	39.60
03/11/20	Color Copies or Prints	2.75
03/11/20	Color Copies or Prints	14.85
03/11/20	Color Copies or Prints	20.90
03/11/20	Color Copies or Prints	9.35
03/11/20	Color Copies or Prints	1.65
03/12/20	Color Copies or Prints	42.90
03/12/20	Color Copies or Prints	0.55
03/12/20	Color Copies or Prints	23.65
03/12/20	Color Copies or Prints	55.00
03/13/20	Color Copies or Prints	73.15
03/13/20	Color Copies or Prints	2.20
03/13/20	Color Copies or Prints	6.60
03/14/20	Color Copies or Prints	24.20
03/15/20	Color Copies or Prints	44.00
03/18/20	Color Copies or Prints	20.90
	<b>Total</b>	<b>1,291.95</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Scanned Images**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/02/20	Scanned Images	8.80
03/02/20	Scanned Images	0.20
03/02/20	Scanned Images	0.10
03/03/20	Scanned Images	0.60
03/04/20	Scanned Images	0.30
03/04/20	Scanned Images	3.80
03/04/20	Scanned Images	3.20
03/04/20	Scanned Images	2.70
03/06/20	Scanned Images	1.10
03/09/20	Scanned Images	5.10
03/09/20	Scanned Images	0.20
03/10/20	Scanned Images	0.50
03/10/20	Scanned Images	8.20
03/10/20	Scanned Images	8.00
03/11/20	Scanned Images	0.80
03/12/20	Scanned Images	1.40
03/16/20	Scanned Images	1.80
	<b>Total</b>	<b>46.80</b>



Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050026826  
Matter Number: 24706-32

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**Closing/Mini Books**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/02/20	Closing/Mini Books	12.00
	<b>Total</b>	<b>12.00</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Outside Messenger Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/01/20	CROWN DELIVERY & LOGISTICS - Courier Deliveries	799.75
03/01/20	CROWN DELIVERY & LOGISTICS - Courier Deliveries	139.10
03/15/20	CROWN DELIVERY & LOGISTICS - Courier Deliveries	145.35
	<b>Total</b>	<b>1,084.20</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Local Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/21/20	VITAL TRANSPORTATION SERVICES INC - ROSENBERG LEO - 02/10/2020	233.90
02/21/20	VITAL TRANSPORTATION SERVICES INC - HOWELL RICHARD- 02/13/2020	35.40
02/22/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Taxi	12.80
02/23/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Taxi	10.76
02/25/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Taxi	10.76
02/26/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Taxi	10.76
02/26/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Taxi	9.94
03/01/20	Pratik K. Ghosh - Pratik K. Ghosh, Taxi	82.45
03/01/20	Pratik K. Ghosh - Pratik K. Ghosh, Taxi	57.61
03/03/20	K&E Team, Ground Transportation	239.55
	<b>Total</b>	<b>703.93</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

### Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/18/20	John R. Luze - John R. Luze, Lodging, New York, NY 02/18/2020 to 02/19/2020	500.00
02/22/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, New York, NY 02/22/2020 to 02/23/2020, 2/22/2020	281.20
02/23/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, New York, NY 02/23/2020 to 02/24/2020, 02/23/2020	260.54
02/24/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, New York, NY 02/24/2020 to 02/25/2020, 02/24/2020	291.53
02/25/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, New York, NY 02/25/2020 to 02/26/2020, 02/25/2020	291.53
02/26/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, New York, NY 02/26/2020 to 02/27/2020, 02/26/2020	291.53
02/27/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, New York, NY 02/27/2020 to 02/28/2020, 02/27/2020	270.87
02/28/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, New York, NY 02/28/2020 to 02/29/2020, 02/28/2020	270.87
02/29/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, White Plains, NY 02/29/2020 to 3/1/2020, 02/29/2020	330.54
02/29/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, White Plains, NY 03/1/2020 to 03/2/2020, 02/29/2020	330.54
03/01/20	Carolyn E. Brown - Carolyn E. Brown, Lodging, New York, NY 02/29/2020 to 03/02/2020, 03/01/2020	330.54
03/01/20	Josh Urban - Josh Urban, Lodging, White Plains, NY 02/29/2020 to 03/01/2020, 03/01/2020	330.54
03/01/20	Jenna Marie Stupar - Jenna Marie Stupar, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/01/2020	458.64
03/01/20	Taylor Grabon - Taylor Grabon, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/01/2020	330.54
03/01/20	Marc Kieselstein, P.C. - Marc Kieselstein, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/01/2020	422.04
03/01/20	Richard U. S. Howell, P.C. - Richard U. S. Howell, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/01/2020	422.04
03/02/20	Carolyn E. Brown - Carolyn E. Brown, Lodging, New York, NY 02/29/2020 to 03/02/2020, 03/02/2020	434.63
03/02/20	Josh Urban - Josh Urban, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/02/2020	434.63
03/02/20	Cassandra E. Fenton - Cassandra E. Fenton, Lodging, New York, NY 03/01/2020 to 03/02/2020, 03/02/2020	434.63

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.

Invoice Number:  
Matter Number:

1050026826  
24706-32

Expenses

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03/02/20	Cassandra E. Fenton - Cassandra E. Fenton, Lodging, New York, NY 03/01/2020 to 03/02/2020, 03/02/2020	500.00
03/02/20	Taylor Grabon - Taylor Grabon, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/02/2020	434.63
03/02/20	Uzo Dike - Lodging for French Yates, White Plains, NY 03/02/2020 to 03/02/2020, 03/02/2020	346.56
03/02/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/02/2020	500.00
03/02/20	Adam Collins - Lodging for William Lehr, New York, NY 02/26/2020 to 02/26/2020, 03/02/2020	300.71
03/02/20	Adam Collins - Lodging for William Lehr, New York, NY 02/29/2020 to 02/29/2020, 03/02/2020	197.43
03/02/20	Adam Collins - Lodging for William Lehr, New York, NY 02/28/2020 to 02/28/2020, 03/02/2020	163.01
03/02/20	Adam Collins - Lodging for William Lehr, New York, NY 02/27/2020 to 02/27/2020, 03/02/2020	174.47
03/02/20	Adam Collins - Lodging for William Lehr, New York, NY 03/01/2020 to 03/01/2020, 03/02/2020	185.95
03/02/20	Susan Woods - Susan Woods, Lodging, White Plains, NY 03/01/2020 to 03/02/2020, 03/02/2020	434.63
03/02/20	Gregory Tsonis - Gregory Tsonis, Lodging, New York 02/29/2020 to 03/02/2020, 03/02/2020	458.64
03/02/20	Susan Woods - Susan Woods, Lodging, White Plains, NY 02/29/2020 to 03/01/2020, 03/02/2020	500.00
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Lodging, White Plains, NY 02/29/2020 to 03/02/2020, 03/02/2020	434.63
03/03/20	Uzo Dike - Uzo Dike, Lodging, White Plains, NY 02/28/2020 to 02/28/2020, 03/03/2020	290.51
03/03/20	Uzo Dike - Uzo Dike, Lodging, White Plains, NY 03/01/2020 to 03/01/2020, 03/03/2020	316.82
03/03/20	Uzo Dike - Uzo Dike, Lodging, White Plains, NY 02/27/2020 to 02/27/2020, 03/03/2020	351.13
03/03/20	Uzo Dike - Uzo Dike, Lodging, White Plains, NY 02/29/2020 to 02/29/2020, 03/03/2020	290.51
03/03/20	Uzo Dike - Uzo Dike, Lodging, White Plains, NY 03/02/2020 to 03/02/2020, 03/03/2020	316.82
03/04/20	Yates French - Yates French, Lodging, NYC 02/24/2020 to 02/25/2020, 03/04/2020	852.66
03/04/20	Yates French - Yates French, Lodging, NYC 02/25/2020 to 02/27/2020, 03/04/2020	1,000.00
03/04/20	Yates French - Yates French, Lodging, NYC 03/01/2020 to 03/02/2020, 03/04/2020	500.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050026826  
 24706-32

Expenses

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03/04/20	Yates French - Yates French, Lodging, NYC 02/28/2020 to 02/29/2020, 03/04/2020	500.00
03/04/20	Yates French - Yates French, Lodging, NYC 03/02/2020 to 03/03/2020, 03/04/2020	500.00
03/04/20	Yates French - Yates French, Lodging, NYC 02/27/2020 to 02/28/2020, 03/04/2020	871.02
03/04/20	Yates French - Yates French, Lodging, NYC 02/23/2020 to 02/24/2020, 03/04/2020	500.00
03/04/20	Yates French - Yates French, Lodging, NYC 02/29/2020 to 03/01/2020, 03/04/2020	500.00
03/04/20	Uzo Dike - Uzo Dike, Lodging, New York, NY 03/03/2020 to 03/03/2020, 03/04/2020	458.77
03/16/20	Adam Collins - Lodging for Peter Hess, White Plains, NY 02/27/2020 to 03/02/2020, 03/16/2020	1,195.20
03/16/20	Adam Collins - Attorney, Lodging, White Plains, NY 02/25/2020 to 03/02/2020, Extra attorney hotel room #814 03/16/2020	1,673.28
03/16/20	Adam Collins - Lodging for Dr. Lawrence Vanston, White Plains, NY 02/27/2020 to 03/02/2020, 03/16/2020	1,195.20
03/16/20	Adam Collins - Attorney, Lodging, White Plains, NY 02/25/2020 to 03/02/2020, Extra attorney hotel room #816 03/16/2020	1,673.28
03/16/20	Adam Collins - Lodging for Uppender Saraon, White Plains, NY 02/27/2020 to 03/02/2020, 03/16/2020	1,195.20
03/19/20	Joel DePalma - Joel DePalma, Lodging, 02/26/2020 to 02/26/2020, 03/19/2020	236.45
03/19/20	Joel DePalma - Joel DePalma, Lodging, 02/23/2020 to 02/23/2020, 03/19/2020	197.43
03/19/20	Joel DePalma - Joel DePalma, Lodging, 02/25/2020 to 02/25/2020, 03/19/2020	188.25
03/19/20	Joel DePalma - Joel DePalma, Lodging, 02/24/2020 to 02/24/2020, 03/19/2020	255.96
03/19/20	Joel DePalma - Joel DePalma, Lodging, 02/28/2020 to 02/28/2020, 03/19/2020	158.41
03/19/20	Joel DePalma - Joel DePalma, Lodging, 02/25/2020 to 02/25/2020, 03/19/2020	294.96
	<b>Total</b>	<b>26,859.90</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses**Airfare**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/18/20	John R. Luze - John R. Luze, Airfare, New York, NY 02/18/2020 to 02/20/2020, 02/18/2020	839.65
02/18/20	John R. Luze - John R. Luze, Agency Fee, 02/18/2020	58.00
02/19/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Agency Fee, 02/19/2020	21.00
02/19/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Airfare, New York, NY 02/22/2020 to 02/22/2020, 02/19/2020	419.83
03/01/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Airfare, White Plains, NY to ORD 03/02/2020 to 03/02/2020, 03/01/2020	654.51
03/01/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Agency Fee, 03/01/2020	58.00
03/01/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Airfare, New York to Chicago 03/07/2020 to 03/07/2020, 03/01/2020	(419.82)
03/01/20	Josh Urban - Josh Urban, Airfare, Chicago, IL 03/02/2020 to 03/02/2020, 03/01/2020	751.40
03/02/20	Taylor Grabon - Taylor Grabon, Airfare, Chicago, IL 03/02/2020 to 03/02/2020, 03/02/2020	502.98
03/02/20	Taylor Grabon - Taylor Grabon, Airfare, Chicago, IL 03/02/2020 to 03/02/2020, 03/02/2020	(238.98)
03/02/20	Joel DePalma - Joel DePalma, Airfare, San Francisco, CA 02/23/2020 to 03/02/2020, 03/02/2020	1,596.80
03/02/20	Susan Woods - Susan Woods, Airfare, Chicago, IL 03/02/2020 to 03/02/2020, 03/02/2020	502.98
03/02/20	Susan Woods - Susan Woods, Agency Fee, 03/02/2020	21.00
03/02/20	Gregory Tsonis - Gregory Tsonis, Airfare, Chicago, IL 03/02/2020 to 03/02/2020, 03/02/2020	419.83
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Airfare, Chicago, IL 03/02/2020 to 03/02/2020, 03/02/2020	419.83
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Agency Fee, 03/02/2020	58.00
03/03/20	Yates French - Yates French, Airfare, NYC to Chicago 03/03/2020 to 03/03/2020, 03/03/2020	502.98
	<b>Total</b>	<b>6,167.99</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Transportation to/from airport**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/01/20	BOSTON COACH CORPORATION - WILLIAM BRADLEY WEILAND Transportation To/From Airport	195.60
02/01/20	BOSTON COACH CORPORATION - William Bradley Weiland Transportation To/From Airport	117.27
02/01/20	BOSTON COACH CORPORATION - WILLIAM BRADLEY WEILAND Transportation To/From Airport	117.27
02/01/20	BOSTON COACH CORPORATION - William Bradley Weiland Transportation To/From Airport	124.90
02/01/20	BOSTON COACH CORPORATION - William Bradley Weiland Transportation To/From Airport	254.34
02/14/20	VITAL TRANSPORTATION SERVICES INC - HOWELL RICHARD - Transportation To/From Airport, 02/09/2020	61.89
02/18/20	John R. Luze - John R. Luze, Transportation To/From Airport, 02/18/2020	69.35
02/19/20	John R. Luze - John R. Luze, Transportation To/From Airport, 02/19/2020	109.48
02/20/20	John R. Luze - John R. Luze, Transportation To/From Airport, 02/20/2020	74.42
02/20/20	John R. Luze - John R. Luze, Transportation To/From Airport, 02/20/2020	93.74
02/21/20	VITAL TRANSPORTATION SERVICES INC - DIKE UZO - Transportation To/From Airport 02/10/2020	69.68
02/21/20	VITAL TRANSPORTATION SERVICES INC - HACKNEY STEPHEN C - Transportation To/From Airport 02/14/2020	57.99
02/21/20	VITAL TRANSPORTATION SERVICES INC - HOWELL RICHARD - Transportation To/From Airport 02/14/2020	57.99
02/21/20	VITAL TRANSPORTATION SERVICES INC - HACKNEY STEPHEN C - Transportation To/From Airport 02/14/2020	57.99
02/22/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Transportation To/From Airport, 02/22/2020	68.57
02/28/20	VITAL TRANSPORTATION SERVICES INC - Transportation To/From Airport 02/22/2020	77.49
02/28/20	VITAL TRANSPORTATION SERVICES INC - Transportation To/From Airport 02/22/2020	61.89
03/02/20	Joel DePalma - Joel DePalma, Transportation To/From Airport, 03/02/2020	30.19
03/02/20	Cassandra E. Fenton - Cassandra E. Fenton, Transportation To/From Airport, 03/02/2020	70.66



Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050026826  
 24706-32

Expenses

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03/02/20	Crown Car & Limousines Inc - STUPAR/JENNA MARIE Transportation To/From Airport 02/22/2020	72.45
03/02/20	Marc Kieselstein, P.C. - Marc Kieselstein, Transportation To/From Airport, 03/02/2020	58.12
03/02/20	Josh Urban - Josh Urban, Transportation To/From Airport, 03/02/2020	8.80
03/02/20	Josh Urban - Josh Urban, Transportation To/From Airport, 03/02/2020	5.00
03/02/20	BOSTON COACH CORPORATION - William Bradley Weiland Transportation To/From Airport	449.06
03/02/20	BOSTON COACH CORPORATION - MARC KIESELSTEIN Transportation To/From Airport	117.27
03/02/20	BOSTON COACH CORPORATION - WILLIAM BRADLEY WEILAND Transportation To/From Airport	112.91
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Transportation To/From Airport, 03/02/2020	69.31
03/03/20	K&E team, Transportation To/From Airport, 03/03/2020	320.00
03/03/20	Yates French - Yates French, Transportation To/From Airport, 03/03/2020	68.80
03/09/20	Crown Car & Limousines Inc - HOWELL/RICHARD UPDIKE SHERMAN JR Transportation To/From Airport 03/02/2020	76.45
03/09/20	Crown Car & Limousines Inc - STUPAR/JENNA MARIE Transportation To/From Airport 03/02/2020	76.45
03/09/20	Crown Car & Limousines Inc - FRENCH/YATES Transportation To/From Airport 03/03/2020	90.15
03/10/20	ALL ABOUT CHARTER INC - 02/25/2020 WEILAND WILLIAM RESIDENCE Transportation To/From Airport	90.10
	<b>Total</b>	<b>3,385.58</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

### Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/16/20	John R. Luze - John R. Luze, Travel Meals, New York, 01/16/2020	13.75
02/04/20	John R. Luze - John R. Luze plus three attendees, Travel Meals, New York, NY 02/04/2020	80.00
02/06/20	John R. Luze - John R. Luze, Travel Meals, New York, John R. Luze 02/06/2020	11.91
02/10/20	John R. Luze - John R. Luze, Travel Meals, Chicago, IL John R. Luze 02/10/2020	14.97
02/13/20	John R. Luze - John R. Luze, Travel Meals, New York, NY John R. Luze 02/13/2020	15.19
02/20/20	John R. Luze - John R. Luze, Travel Meals, New York, NY John R. Luze 02/20/2020	14.69
02/22/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, Chicago, IL 02/22/2020	16.91
02/23/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/23/2020	12.25
02/23/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/23/2020	20.00
02/24/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/24/2020	20.00
02/25/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/25/2020	5.17
02/27/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/27/2020	9.74
02/28/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/28/2020	9.74
02/28/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/28/2020	8.91
02/28/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/28/2020	5.72
02/28/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 02/28/2020	9.72
02/29/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Hotel - Travel Meals, White Plains, NY 02/29/2020	20.00
03/01/20	Carolyn E. Brown - Carolyn E. Brown, Hotel - Travel Meals, New York, NY 03/01/2020	20.00
03/01/20	Cassandra E. Fenton - Cassandra E. Fenton, Hotel - Travel Meals, New York, NY 03/01/2020	20.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050026826  
 24706-32

Expenses

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03/01/20	Jenna Marie Stupar - Jenna Marie Stupar, Hotel - Travel Meals, White Plains, NY 03/01/2020	20.00
03/01/20	Yates French - Yates French, Hotel - Travel Meals, NYC 03/01/2020	20.00
03/01/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Travel Meals, White Plains, NY 03/01/2020	20.00
03/01/20	Yates French - Yates French, Travel Meals, NYC 03/01/2020	20.00
03/01/20	Uzo Dike - Uzo Dike, Travel Meals, White Plains, NY 03/01/2020	3.63
03/01/20	Uzo Dike - Uzo Dike, Hotel - Travel Meals, White Plains, NY 03/01/2020	20.00
03/01/20	Josh Urban - Josh Urban, Hotel - Travel Meals, White Plains, NY Josh Urban 03/01/2020	20.00
03/01/20	Josh Urban - Josh Urban, Travel Meals, White Plains, NY Josh Urban 03/01/2020	20.00
03/01/20	Gregory Tsonis - Gregory Tsonis, Hotel - Travel Meals, New York 03/01/2020	20.00
03/01/20	Yates French - Yates French, Hotel - Travel Meals, NYC 03/01/2020	20.00
03/01/20	Richard U. S. Howell, P.C. - Richard U. S. Howell, Hotel - Travel Meals, White Plains, NY Richard U. S. Howell 03/01/2020	20.00
03/01/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, White Plains, NY 03/01/2020	8.02
03/01/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, White Plains, NY 03/01/2020	8.69
03/01/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, White Plains, NY 03/01/2020	9.74
03/02/20	Carolyn E. Brown - Carolyn E. Brown, Travel Meals, New York, NY 03/02/2020	16.66
03/02/20	Joel DePalma - Joel DePalma, Travel Meals, SFO 03/02/2020	13.77
03/02/20	Joel DePalma - Joel DePalma, Travel Meals, Elmsford, NY 03/02/2020	3.19
03/02/20	Cassandra E. Fenton - Cassandra E. Fenton, Travel Meals, New York, NY 03/02/2020	10.65
03/02/20	Cassandra E. Fenton - Cassandra E. Fenton, Hotel - Travel Meals, New York, NY 03/02/2020	20.00
03/02/20	Cassandra E. Fenton - Cassandra E. Fenton, Hotel - Travel Meals, New York, NY 03/02/2020	20.00
03/02/20	Cassandra E. Fenton - Cassandra E. Fenton, Hotel - Travel Meals, New York, NY 03/02/2020	20.00
03/02/20	Jenna Marie Stupar - Jenna Marie Stupar, Travel Meals, New York, NY 03/02/2020	20.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number: 1050026826  
 Matter Number: 24706-32

Expenses

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03/02/20	Jenna Marie Stupar - Jenna Marie Stupar, Travel Meals, New York, NY 03/02/2020	5.54
03/02/20	Jenna Marie Stupar - Jenna Marie Stupar, Hotel - Travel Meals, White Plains, NY 03/02/2020	20.00
03/02/20	Taylor Grabon - Taylor Grabon, Travel Meals, New York, NY 03/02/2020	19.05
03/02/20	Yates French - Yates French, Hotel - Travel Meals, NYC 03/02/2020	20.00
03/02/20	Yates French - Yates French, Travel Meals, NYC 03/02/2020	20.00
03/02/20	Uzo Dike - Uzo Dike, Hotel - Travel Meals, White Plains, NY 03/02/2020	20.00
03/02/20	Uzo Dike - Uzo Dike, Hotel - Travel Meals, White Plains, NY 03/02/2020	20.00
03/02/20	Uzo Dike - Uzo Dike, Travel Meals, White Plains, NY 03/02/2020	18.12
03/02/20	Uzo Dike - Uzo Dike, Travel Meals, White Plains, NY 03/02/2020	4.82
03/02/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Hotel - Travel Meals, White Plains, NY 03/02/2020	20.00
03/02/20	Josh Urban - Josh Urban, Travel Meals, White Plains, NY 03/02/2020	19.77
03/02/20	Gregory Tsonis - Gregory Tsonis, Hotel - Travel Meals, New York 03/02/2020	20.00
03/02/20	Susan Woods - Susan Woods plus one attendee, Travel Meals, White Plains, NY 03/02/2020	40.00
03/02/20	Susan Woods - Susan Woods, Travel Meals, New York, NY Susan Woods 03/02/2020	14.40
03/02/20	Gregory Tsonis - Gregory Tsonis, Travel Meals, New York, NY 03/02/2020	12.39
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, New York, NY 03/02/2020	6.53
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Hotel - Travel Meals, White Plains, NY 03/02/2020	20.00
03/02/20	Ravi Subramanian Shankar - Ravi Subramanian Shankar, Travel Meals, White Plains, NY 03/02/2020	13.01
03/03/20	Yates French - Yates French, Hotel - Travel Meals, NYC 03/03/2020	20.00
03/03/20	Yates French - Yates French, Hotel - Travel Meals, NYC 03/03/2020	20.00
03/03/20	Uzo Dike - Uzo Dike, Travel Meals, New York, NY 03/03/2020	6.48
03/03/20	Uzo Dike - Uzo Dike, Travel Meals, New York, NY 03/03/2020	4.74
03/03/20	Uzo Dike - Uzo Dike, Hotel - Travel Meals, New York, NY 03/03/2020	20.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.

Invoice Number: 1050026826  
Matter Number: 24706-32

Expenses

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03/03/20	Uzo Dike - Uzo Dike, Travel Meals, White Plains, NY 03/03/2020	2.55
03/04/20	Uzo Dike - Uzo Dike, Travel Meals, Flushing, NY Uzo Dike 03/04/2020	11.83
	<b>Total</b>	<b>1,082.25</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Other Travel Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/01/20	Adam Collins - Adam Collins, Meeting Room, Trial war room 03/01/2020	4,507.86
03/02/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Mileage 03/02/2020	23.72
03/02/20	Stephen C. Hackney, P.C. - Stephen C. Hackney, Parking, Chicago O'Hare Airport 03/02/2020	192.00
03/02/20	Adam Collins - Adam Collins, Meeting Room, Trial warroom 03/02/2020	3,932.39
03/03/20	Adam Collins - Adam Collins, Meeting Room, Trial warroom 03/03/2020	4,303.25
03/04/20	Adam Collins - Adam Collins, Meeting Room, Trial warroom 03/04/2020	4,264.88
03/05/20	Adam Collins - Adam Collins, Meeting Room, Trial warroom 03/05/2020	4,392.76
03/06/20	Adam Collins - Adam Collins, Meeting Room, Trial warroom 03/06/2020	3,356.92
	<b>Total</b>	<b>24,973.78</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Court Reporter Fee/Deposition**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/20	VERITEXT - Original and Expedited Original Transcript (Medical, Technical or Video) of 2/27/2020 Deposition of William Zarakas, including processing of exhibits, Realtime Services and conference call	3,784.20
03/02/20	VERITEXT - Transcription services for 2/27/2020 deposition of Lawrence Vanston, including processing of exhibits and Realtime Services	4,233.70
03/02/20	VERITEXT - Expedited video services for 2/27/2020 30(b)(6) deposition of David Polster, including linking of exhibits and digitizing and transcript synchronization	1,250.50
03/03/20	VERITEXT - Expedited video services for 2/27/2020 deposition of Lawrence Vanston, including linking of exhibits and digitizing and transcript synchronization	1,500.50
03/04/20	VERITEXT - Cancellation fee for 2/28/2020 deposition of Matt Kimmel	185.00
03/04/20	VERITEXT - Video services cancellation fee for 2/28/2020 deposition of Matt Kimmel	370.00
03/06/20	VERITEXT - Original and Expedited Original Transcript (Medical, Technical or Video) of 2/29/2020 Deposition of Matthew G. Kimmel, including processing of exhibits, Realtime Services and conference call	4,752.70
03/06/20	VERITEXT - Expedited video services for 2/26/2020 deposition of Paul Chill, including linking of exhibits and transcript synchronization	3,147.50
03/09/20	VERITEXT - Expedited video services for 2/29/2020 deposition of Matthew G, Kimmel, including linking of exhibits and transcript synchronization	2,837.50
03/09/20	VERITEXT - Expedited video services for 2/27/2020 deposition of William Zarakas, including linking of exhibits and transcript synchronization	2,240.00
	<b>Total</b>	<b>24,301.60</b>

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050026826  
Matter Number: 24706-32

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**Appearance Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/04/20	COURTCALL LLC - Appearance of Brad Weiland	51.00
03/04/20	COURTCALL LLC - Appearance of Francis Petrie	51.00
	<b>Total</b>	<b>102.00</b>



Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050026826  
Matter Number: 24706-32

**Working Meals/K&E and Others**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/23/20	SEAMLESS NORTH AMERICA LLC - Mediation - 02/19/2020	1,095.55
02/23/20	SEAMLESS NORTH AMERICA LLC - Mediation - 02/19/2020	291.56
	<b>Total</b>	<b>1,387.11</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses**Catering Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
01/01/20	FLIK - Windstream on 1/27/2020	70.00
01/01/20	FLIK - Windstream on 1/27/2020	20.00
01/01/20	FLIK - Windstream on 1/7/2020	50.00
01/01/20	FLIK - Windstream on 1/27/2020	20.00
01/01/20	FLIK - Windstream on 1/7/2020	40.00
02/01/20	FLIK - Windstream on 2/25/2020	48.00
02/01/20	FLIK - Windstream on 2/7/2020	680.00
02/01/20	FLIK - Windstream on 2/11/2020	240.00
02/01/20	FLIK - Windstream on 2/27/2020	100.00
02/01/20	FLIK - Windstream on 2/6/2020	260.00
02/01/20	FLIK - Windstream on 2/5/2020	500.00
02/01/20	FLIK - Windstream on 2/25/2020	500.00
02/01/20	FLIK - Windstream on 2/19/2020	500.00
02/01/20	FLIK - Windstream on 2/26/2020	48.00
02/01/20	FLIK - Windstream on 2/7/2020	32.00
02/01/20	FLIK - Windstream on 2/5/2020	130.00
02/01/20	FLIK - Windstream on 2/12/2020	560.00
02/01/20	FLIK - Windstream on 2/25/2020	24.00
02/01/20	FLIK - Windstream on 2/27/2020	24.00
02/01/20	FLIK - Windstream on 2/13/2020	90.00
02/01/20	FLIK - Windstream on 2/25/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	510.00
02/01/20	FLIK - Windstream on 2/7/2020	120.00
02/01/20	FLIK - Windstream on 2/3/2020	24.00
02/01/20	FLIK - Windstream on 2/25/2020	39.00
02/01/20	FLIK - Windstream on 2/25/2020	420.00
02/01/20	FLIK - Windstream on 2/27/2020	166.35
02/01/20	FLIK - Windstream on 2/25/2020	480.00
02/01/20	FLIK - Windstream on 2/25/2020	32.00
02/01/20	FLIK - Windstream on 2/11/2020	75.00
02/01/20	FLIK - Windstream on 2/19/2020	500.00
02/01/20	FLIK - Windstream on 2/5/2020	250.00
02/01/20	FLIK - Windstream on 2/26/2020	260.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050026826  
24706-32Expenses

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02/01/20	FLIK - Windstream on 2/27/2020	144.00
02/01/20	FLIK - Windstream on 2/12/2020	120.00
02/01/20	FLIK - Windstream on 2/11/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	375.00
02/01/20	FLIK - Windstream on 2/26/2020	120.00
02/01/20	FLIK - Windstream on 2/26/2020	528.00
02/01/20	FLIK - Windstream on 2/27/2020	65.00
02/01/20	FLIK - Windstream on 2/4/2020	75.00
02/01/20	FLIK - Windstream on 2/26/2020	26.00
02/01/20	FLIK - Windstream on 2/10/2020	149.37
02/01/20	FLIK - Windstream on 2/12/2020	120.00
02/01/20	FLIK - Windstream on 2/6/2020	120.00
02/01/20	FLIK - Windstream on 2/19/2020	500.00
02/01/20	FLIK - Windstream on 2/19/2020	500.00
02/01/20	FLIK - Windstream on 2/26/2020	500.00
02/01/20	FLIK - Windstream on 2/19/2020	68.00
02/01/20	FLIK - Windstream on 2/25/2020	528.00
02/01/20	FLIK - Windstream on 2/19/2020	180.00
02/01/20	FLIK - Windstream on 2/25/2020	504.00
02/01/20	FLIK - Windstream on 2/27/2020	528.00
02/01/20	FLIK - Windstream on 2/12/2020	280.00
02/01/20	FLIK - Windstream on 2/26/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	80.00
02/01/20	FLIK - Windstream on 2/3/2020	80.00
02/01/20	FLIK - Windstream on 2/26/2020	96.00
02/01/20	FLIK - Windstream on 2/25/2020	72.00
02/01/20	FLIK - Windstream on 2/12/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	60.00
02/01/20	FLIK - Windstream on 2/11/2020	192.00
02/01/20	FLIK - Windstream on 2/26/2020	52.00
02/01/20	FLIK - Windstream on 2/25/2020	260.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/26/2020	48.00
02/01/20	FLIK - Windstream on 2/11/2020	120.00
02/01/20	FLIK - Windstream on 2/26/2020	24.00
02/01/20	FLIK - Windstream on 2/27/2020	400.00
02/01/20	FLIK - Windstream on 2/26/2020	120.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050026826  
24706-32Expenses

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02/01/20	FLIK - Windstream on 2/4/2020	65.00
02/01/20	FLIK - Windstream on 2/3/2020	80.00
02/01/20	FLIK - Windstream on 2/27/2020	286.00
02/01/20	FLIK - Windstream on 2/26/2020	220.00
02/01/20	FLIK - Windstream on 2/3/2020	200.00
02/01/20	FLIK - Windstream on 2/19/2020	65.00
02/01/20	FLIK - Windstream on 2/25/2020	500.00
02/01/20	FLIK - Windstream on 2/26/2020	480.00
02/01/20	FLIK - Windstream on 2/12/2020	120.00
02/01/20	FLIK - Windstream on 2/25/2020	264.00
02/01/20	FLIK - Windstream on 2/10/2020	400.00
02/01/20	FLIK - Windstream on 2/3/2020	391.20
02/01/20	FLIK - Windstream on 2/6/2020	500.00
02/01/20	FLIK - Windstream on 2/27/2020	220.00
02/01/20	FLIK - Windstream on 2/25/2020	320.00
02/01/20	FLIK - Windstream on 2/26/2020	140.00
02/01/20	FLIK - Windstream on 2/5/2020	500.00
02/01/20	FLIK - Windstream on 2/12/2020	500.00
02/01/20	FLIK - Windstream on 2/3/2020	176.00
02/01/20	FLIK - Windstream on 2/27/2020	48.00
02/01/20	FLIK - Windstream on 2/19/2020	13.00
02/01/20	FLIK - Windstream on 2/26/2020	96.00
02/01/20	FLIK - Windstream on 2/19/2020	500.00
02/01/20	FLIK - Windstream on 2/25/2020	500.00
02/01/20	FLIK - Windstream on 2/4/2020	40.00
02/01/20	FLIK - Windstream on 2/19/2020	72.00
02/01/20	FLIK - Windstream on 2/4/2020	250.00
02/01/20	FLIK - Windstream on 2/11/2020	360.00
02/01/20	FLIK - Windstream on 2/24/2020	100.00
02/01/20	FLIK - Windstream on 2/24/2020	30.00
02/01/20	FLIK - Windstream on 2/26/2020	146.80
02/01/20	FLIK - Windstream on 2/5/2020	325.00
02/01/20	FLIK - Windstream on 2/27/2020	250.00
02/01/20	FLIK - Windstream on 2/4/2020	360.00
02/01/20	FLIK - Windstream on 2/19/2020	60.00
02/01/20	FLIK - Windstream on 2/12/2020	260.00
02/01/20	FLIK - Windstream on 2/27/2020	250.00

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050026826  
 24706-32

Expenses

---

02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/25/2020	36.00
02/01/20	FLIK - Windstream on 2/25/2020	504.00
02/01/20	FLIK - Windstream on 2/5/2020	340.00
02/01/20	FLIK - Windstream on 2/25/2020	220.00
02/01/20	FLIK - Windstream on 2/11/2020	225.00
02/01/20	FLIK - Windstream on 2/4/2020	48.00
02/01/20	FLIK - Windstream on 2/26/2020	500.00
02/01/20	FLIK - Windstream on 2/26/2020	360.00
02/01/20	FLIK - Windstream on 2/25/2020	600.00
02/01/20	FLIK - Windstream on 2/29/2020	328.20
02/01/20	FLIK - Windstream on 2/11/2020	510.00
02/01/20	FLIK - Windstream on 2/29/2020	360.90
02/01/20	FLIK - Windstream on 2/11/2020	65.00
02/01/20	FLIK - Windstream on 2/24/2020	24.00
02/01/20	FLIK - Windstream on 2/19/2020	195.00
02/01/20	FLIK - Windstream on 2/26/2020	240.00
02/01/20	FLIK - Windstream on 2/27/2020	120.00
02/01/20	FLIK - Windstream on 2/26/2020	286.00
02/01/20	FLIK - Windstream on 2/25/2020	56.00
02/01/20	FLIK - Windstream on 2/27/2020	26.00
02/01/20	FLIK - Windstream on 2/11/2020	48.00
02/01/20	FLIK - Windstream on 2/19/2020	48.00
02/01/20	FLIK - Windstream on 2/27/2020	60.00
02/01/20	FLIK - Windstream on 2/12/2020	240.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/26/2020	480.00
02/01/20	FLIK - Windstream on 2/25/2020	240.00
02/01/20	FLIK - Windstream on 2/19/2020	195.00
02/01/20	FLIK - Windstream on 2/4/2020	360.00
02/01/20	FLIK - Windstream on 2/5/2020	65.00
02/01/20	FLIK - Windstream on 2/25/2020	500.00
02/01/20	FLIK - Windstream on 2/3/2020	391.20
02/01/20	FLIK - Windstream on 2/25/2020	180.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/3/2020	176.00
02/01/20	FLIK - Windstream on 2/12/2020	500.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050026826  
24706-32Expenses

---

02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/19/2020	12.00
02/01/20	FLIK - Windstream on 2/19/2020	500.00
02/01/20	FLIK - Windstream on 2/28/2020	432.00
02/01/20	FLIK - Windstream on 2/26/2020	160.00
02/01/20	FLIK - Windstream on 2/12/2020	200.00
02/01/20	FLIK - Windstream on 2/25/2020	560.00
02/01/20	FLIK - Windstream on 2/4/2020	480.00
02/01/20	FLIK - Windstream on 2/11/2020	360.00
02/01/20	FLIK - Windstream on 2/11/2020	195.00
02/01/20	FLIK - Windstream on 2/4/2020	16.00
02/01/20	FLIK - Windstream on 2/5/2020	90.00
02/01/20	FLIK - Windstream on 2/26/2020	264.00
02/01/20	FLIK - Windstream on 2/27/2020	360.00
02/01/20	FLIK - Windstream on 2/4/2020	260.00
02/01/20	FLIK - Windstream on 2/12/2020	480.00
02/01/20	FLIK - Windstream on 2/4/2020	260.00
02/01/20	FLIK - Windstream on 2/25/2020	216.00
02/01/20	FLIK - Windstream on 2/25/2020	216.00
02/01/20	FLIK - Windstream on 2/26/2020	320.00
02/01/20	FLIK - Windstream on 2/4/2020	360.00
02/01/20	FLIK - Windstream on 2/19/2020	195.00
02/01/20	FLIK - Windstream on 2/19/2020	102.00
02/01/20	FLIK - Windstream on 2/3/2020	39.00
02/01/20	FLIK - Windstream on 2/19/2020	26.00
02/01/20	FLIK - Windstream on 2/11/2020	500.00
02/01/20	FLIK - Windstream on 2/25/2020	432.00
02/01/20	FLIK - Windstream on 2/27/2020	56.00
02/01/20	FLIK - Windstream on 2/27/2020	264.00
02/01/20	FLIK - Windstream on 2/4/2020	260.00
02/01/20	FLIK - Windstream on 2/29/2020	120.00
02/01/20	FLIK - Windstream on 2/26/2020	560.00
02/01/20	FLIK - Windstream on 2/4/2020	500.00
02/01/20	FLIK - Windstream on 2/27/2020	140.00
02/01/20	FLIK - Windstream on 2/12/2020	500.00
02/01/20	FLIK - Windstream on 2/25/2020	500.00
02/01/20	FLIK - Windstream on 2/3/2020	36.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050026826  
24706-32Expenses

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02/01/20	FLIK - Windstream on 2/27/2020	144.00
02/01/20	FLIK - Windstream on 2/27/2020	140.00
02/01/20	FLIK - Windstream on 2/11/2020	360.00
02/01/20	FLIK - Windstream on 2/25/2020	84.00
02/01/20	FLIK - Windstream on 2/4/2020	26.00
02/01/20	FLIK - Windstream on 2/25/2020	180.00
02/01/20	FLIK - Windstream on 2/29/2020	120.00
02/01/20	FLIK - Windstream on 2/24/2020	288.00
02/01/20	FLIK - Windstream on 2/26/2020	52.00
02/01/20	FLIK - Windstream on 2/11/2020	75.00
02/01/20	FLIK - Windstream on 2/26/2020	500.00
02/01/20	FLIK - Windstream on 2/24/2020	180.00
02/01/20	FLIK - Windstream on 2/11/2020	500.00
02/01/20	FLIK - Windstream on 2/19/2020	340.00
02/01/20	FLIK - Windstream on 2/25/2020	150.00
02/01/20	FLIK - Windstream on 2/12/2020	240.00
02/01/20	FLIK - Windstream on 2/27/2020	120.00
02/01/20	FLIK - Windstream on 2/11/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	180.00
02/01/20	FLIK - Windstream on 2/26/2020	120.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/26/2020	500.00
02/01/20	FLIK - Windstream on 2/3/2020	528.00
02/01/20	FLIK - Windstream on 2/4/2020	480.00
02/01/20	FLIK - Windstream on 2/10/2020	400.00
02/01/20	FLIK - Windstream on 2/11/2020	420.00
02/01/20	FLIK - Windstream on 2/5/2020	360.00
02/01/20	FLIK - Windstream on 2/4/2020	480.00
02/01/20	FLIK - Windstream on 2/3/2020	156.48
02/01/20	FLIK - Windstream on 2/25/2020	480.00
02/01/20	FLIK - Windstream on 2/19/2020	320.00
02/01/20	FLIK - Windstream on 2/19/2020	180.00
02/01/20	FLIK - Windstream on 2/26/2020	120.00
02/01/20	FLIK - Windstream on 2/27/2020	65.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	120.00

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050026826  
24706-32Expenses

---

02/01/20	FLIK - Windstream on 2/26/2020	315.00
02/01/20	FLIK - Windstream on 2/25/2020	26.00
02/01/20	FLIK - Windstream on 2/12/2020	260.00
02/01/20	FLIK - Windstream on 2/26/2020	140.00
02/01/20	FLIK - Windstream on 2/4/2020	480.00
02/01/20	FLIK - Windstream on 2/6/2020	240.00
02/01/20	FLIK - Windstream on 2/12/2020	60.00
02/01/20	FLIK - Windstream on 2/26/2020	500.00
02/01/20	FLIK - Windstream on 2/4/2020	260.00
02/01/20	FLIK - Windstream on 2/26/2020	48.00
02/01/20	FLIK - Windstream on 2/3/2020	500.00
02/01/20	FLIK - Windstream on 2/25/2020	48.00
02/01/20	FLIK - Windstream on 2/19/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	260.00
02/01/20	FLIK - Windstream on 2/25/2020	286.00
02/01/20	FLIK - Windstream on 2/25/2020	32.00
02/01/20	FLIK - Windstream on 2/3/2020	500.00
02/01/20	FLIK - Windstream on 2/11/2020	60.00
02/01/20	FLIK - Windstream on 2/11/2020	150.00
02/01/20	FLIK - Windstream on 2/12/2020	170.00
02/01/20	FLIK - Windstream on 2/11/2020	510.00
02/01/20	FLIK - Windstream on 2/12/2020	130.00
02/01/20	FLIK - Windstream on 2/12/2020	140.00
02/01/20	FLIK - Windstream on 2/25/2020	234.00
02/01/20	FLIK - Windstream on 2/25/2020	180.00
02/01/20	FLIK - Windstream on 2/6/2020	500.00
02/01/20	FLIK - Windstream on 2/5/2020	170.00
02/01/20	FLIK - Windstream on 2/25/2020	32.00
02/01/20	FLIK - Windstream on 2/26/2020	140.00
02/01/20	FLIK - Windstream on 2/26/2020	390.00
02/01/20	FLIK - Windstream on 2/11/2020	195.00
02/01/20	FLIK - Windstream on 2/26/2020	500.00
02/01/20	FLIK - Windstream on 2/27/2020	60.00
02/01/20	FLIK - Windstream on 2/27/2020	500.00
02/01/20	FLIK - Windstream on 2/19/2020	180.00
02/01/20	FLIK - Windstream on 2/25/2020	200.00



Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number: 1050026826  
 Matter Number: 24706-32

Expenses

---

02/01/20	FLIK - Windstream on 2/25/2020	234.00
02/01/20	FLIK - Windstream on 2/11/2020	65.00
02/01/20	FLIK - Windstream on 2/19/2020	12.00
02/01/20	FLIK - Windstream on 2/25/2020	432.00
02/01/20	FLIK - Windstream on 2/3/2020	32.00
02/01/20	FLIK - Windstream on 2/6/2020	32.00
02/01/20	FLIK - Windstream on 2/27/2020	100.00
	<b>Total</b>	<b>67,144.50</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

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**Outside Retrieval Service**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/15/20	BMO DINERS CLUB - Appraisal Institute Publication	130.00
03/15/20	BMO DINERS CLUB - Three publications purchased from the Society of Depreciation Professionals.	100.00
	<b>Total</b>	<b>230.00</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Computer Database Research**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 2/27/2020	20.00
03/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 2/4/2020	47.00
03/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 2/4/2020	40.00
	<b>Total</b>	<b>107.00</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Westlaw Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/4/2020	31.24
03/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/5/2020	279.62
03/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Kupsy, Hannah on 3/5/2020	34.50
03/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 3/5/2020	17.27
03/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/6/2020	52.11
03/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/6/2020	113.51
03/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/7/2020	58.87
03/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hockberger, Heidi on 3/9/2020	34.54
03/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/9/2020	296.51
03/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/9/2020	34.50
03/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/10/2020	118.22
03/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/10/2020	328.96
03/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/11/2020	86.25
03/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 3/11/2020	34.50
03/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/11/2020	63.93
03/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 3/12/2020	17.27
03/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 3/12/2020	242.95
03/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 3/12/2020	83.72

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050026826  
 24706-32

Expenses

---

03/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Scheffer, Thomas on 3/12/2020	17.25
03/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/12/2020	107.24
03/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/12/2020	161.52
03/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 3/13/2020	14.72
03/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/13/2020	34.50
03/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/14/2020	358.75
03/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/15/2020	422.20
03/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/15/2020	17.25
03/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 3/16/2020	120.75
03/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cassel, Jana on 3/16/2020	68.14
03/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 3/16/2020	273.78
03/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 3/16/2020	1,196.89
03/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caldwell-McMillan, Spencer on 3/16/2020	14.72
03/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/17/2020	153.08
03/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 3/17/2020	138.00
03/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/19/2020	142.95
03/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hockberger, Heidi on 3/19/2020	34.54
03/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/19/2020	209.05
03/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 3/19/2020	883.37
03/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/20/2020	34.50

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050026826  
 24706-32

Expenses

---

03/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 3/20/2020	34.50
03/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/20/2020	346.21
03/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/21/2020	120.27
03/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/23/2020	49.22
03/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/23/2020	431.49
03/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/24/2020	146.81
03/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 3/26/2020	81.18
03/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 3/28/2020	46.68
03/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 3/29/2020	293.83
03/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/30/2020	167.80
03/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hockberger, Heidi on 3/30/2020	17.27
03/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/30/2020	206.88
03/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 3/31/2020	106.15
03/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 3/31/2020	147.17
03/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 3/31/2020	365.99
	<b>Total</b>	<b>8,893.12</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**LexisNexis Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/04/20	LEXISNEXIS - LexisNexis Research on 2/4/2020 by Margeret Reiney	51.71
02/04/20	LEXISNEXIS - LexisNexis Research on 2/4/2020 by Brenda Burton	107.66
02/04/20	LEXISNEXIS - LexisNexis Research on 2/4/2020 by Chris Ceresa	808.04
02/05/20	LEXISNEXIS - LexisNexis Research on 2/5/2020 by Chris Ceresa	393.89
02/05/20	LEXISNEXIS - LexisNexis Research on 2/5/2020 by Margeret Reiney	575.65
02/06/20	LEXISNEXIS - LexisNexis Research on 2/6/2020 by Margeret Reiney	157.39
02/07/20	LEXISNEXIS - LexisNexis Research on 2/7/2020 by Chris Ceresa	391.66
02/07/20	LEXISNEXIS - LexisNexis Research on 2/7/2020 by Margeret Reiney	78.70
02/10/20	LEXISNEXIS - LexisNexis Research on 2/10/2020 by Margeret Reiney	312.53
02/12/20	LEXISNEXIS - LexisNexis Research on 2/12/2020 by Margeret Reiney	78.70
02/12/20	LEXISNEXIS - LexisNexis Research on 2/12/2020 by Chris Ceresa	285.85
02/13/20	LEXISNEXIS - LexisNexis Research on 2/13/2020 by Steve Abelson	82.60
02/13/20	LEXISNEXIS - LexisNexis Research on 2/13/2020 by Chris Ceresa	864.32
02/17/20	LEXISNEXIS - LexisNexis Research on 2/17/2020 by Chris Ceresa	78.78
02/18/20	LEXISNEXIS - LexisNexis Research on 2/18/2020 by Melinda Welch	191.03
02/18/20	LEXISNEXIS - LexisNexis Research on 2/18/2020 by Steve Abelson	436.25
02/20/20	LEXISNEXIS - LexisNexis Research on 2/20/2020 by Chris Ceresa	472.68
02/21/20	LEXISNEXIS - LexisNexis Research on 2/21/2020 by Steve Abelson	138.17
02/24/20	LEXISNEXIS - LexisNexis Research on 2/24/2020 by Clara Mosquera	343.62
02/24/20	LEXISNEXIS - LexisNexis Research on 2/24/2020 by Julia Harper	429.58

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.

Invoice Number:  
Matter Number:

1050026826  
24706-32

Expenses

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02/24/20	LEXISNEXIS - LexisNexis Research on 2/24/2020 by Mary Eggert	159.19
02/24/20	LEXISNEXIS - LexisNexis Research on 2/24/2020 by Chris Ceresa	522.20
02/25/20	LEXISNEXIS - LexisNexis Research on 2/25/2020 by Julia Harper	157.39
02/25/20	LEXISNEXIS - LexisNexis Research on 2/25/2020 by Chris Ceresa	600.96
02/27/20	LEXISNEXIS - LexisNexis Research on 2/27/2020 by Chris Ceresa	78.78
02/28/20	LEXISNEXIS - LexisNexis Research on 2/28/2020 by Chris Ceresa	339.88
	<b>Total</b>	<b>8,137.21</b>



Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

### Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/20	VITAL TRANSPORTATION SERVICES INC - SHACKLETON MARY - 02/23/2020	64.32
03/04/20	UNITED DISPATCH - J DOBROWSKI 02/12/2020 OT Transportation	62.70
03/04/20	UNITED DISPATCH - J DOBROWSKI 02/21/2020 OT Transportation	61.80
03/04/20	UNITED DISPATCH - J DOBROWSKI 02/20/2020 OT Transportation	62.10
03/04/20	UNITED DISPATCH - J DOBROWSKI 02/16/2020 OT Transportation	58.80
03/04/20	UNITED DISPATCH - JO DOBROWSKI 02/18/2020 OT Transportation	61.55
03/04/20	UNITED DISPATCH - U DIKE 02/20/2020 OT Transportation	51.60
03/04/20	UNITED DISPATCH - J EOBROWSKI 02/10/2020 OT Transportation	64.40
03/04/20	UNITED DISPATCH - A COLLINS 02/16/2020 OT Transportation	51.00
03/04/20	UNITED DISPATCH - J DOBROWSKI 02/17/2020 OT Transportation	61.50
03/04/20	UNITED DISPATCH - JAY DOBROWSKI 02/19/2020 OT Transportation	61.20
03/04/20	UNITED DISPATCH - M MEDINA 02/19/2020 OT Transportation	34.00
03/04/20	UNITED DISPATCH - U DIKE 02/21/2020 OT Transportation	51.60
03/04/20	Nicholas Warther - Nicholas Warther, Taxi, OT Cabs 03/04/2020	7.00
03/09/20	Margaret Reiney - Margaret Reiney, Taxi, OT Taxi 03/09/2020	11.88
03/10/20	Margaret Reiney - Margaret Reiney, Taxi, OT Taxi 03/10/2020	10.78
03/11/20	Margaret Reiney - Margaret Reiney, Taxi, OT Taxi 03/11/2020	11.33
	<b>Total</b>	<b>787.56</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Overtime Meals - Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/23/20	SEAMLESS NORTH AMERICA LLC - Ghosh Pratik - 02/23/2020	20.00
02/23/20	SEAMLESS NORTH AMERICA LLC - Scheffer Tommy - 02/18/2020	20.00
02/23/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 02/20/2020	20.00
02/23/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 02/17/2020	20.00
02/23/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 02/18/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 02/26/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Harper Julia - 02/25/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 02/24/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Scheffer Tommy - 02/26/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Harper Julia - 02/24/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Yale Lydia - 02/25/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Reiney Margaret - 02/26/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 02/27/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Scheffer Tommy - 02/24/2020	20.00
03/01/20	SEAMLESS NORTH AMERICA LLC - Smith Trudy - 02/26/2020	20.00
03/07/20	SEAMLESS NORTH AMERICA LLC - Sexton Anthony 03/04/2020 OT Meal	17.72
03/07/20	SEAMLESS NORTH AMERICA LLC - Sexton Anthony 03/05/2020 OT Meal	12.30
03/09/20	Margaret Reiney - Margaret Reiney, Overtime Meals - Attorney, New York, NY 03/09/2020	20.00
03/10/20	Margaret Reiney - Margaret Reiney, Overtime Meals - Attorney, New York, NY 03/10/2020	20.00
03/14/20	Chris Ceresa - Chris Ceresa, Overtime Meals - Attorney, 03/14/2020	11.79

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.

Invoice Number: 1050026826  
 Matter Number: 24706-32

Expenses

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03/14/20	SEAMLESS NORTH AMERICA LLC - Sexton Anthony 03/12/2020 OT Meal	15.48
03/14/20	SEAMLESS NORTH AMERICA LLC - Sexton Anthony 03/10/2020 OT Meal	18.63
03/15/20	Chris Ceresa - Chris Ceresa, Overtime Meals - Attorney, NY 03/15/2020	9.99
	<b>Total</b>	<b>425.91</b>

Legal Services for the Period Ending March 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050026826  
 Matter Number: 24706-32

**Rental Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/03/20	AMERICAN RIVER LOGISTICS LTD - RENTAL EXPENSES	3,525.00
03/04/20	AQUIPT INC - RENTAL EXPENSE CREDIT	(227.23)
03/04/20	AQUIPT INC - RENTAL EXPENSES	2,251.49
03/05/20	AQUIPT INC - RENTAL EXPENSES	4,883.07
03/05/20	AQUIPT INC - RENTAL EXPENSES	1,246.37
03/05/20	AQUIPT INC - RENTAL EXPENSES	4,716.70
03/05/20	AQUIPT INC - RENTAL EXPENSES	4,850.01
	<b>Total</b>	<b>21,245.41</b>

Legal Services for the Period Ending March 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050026826  
Matter Number: 24706-32

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**Client Electronic Data Storage**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/31/20	Electronic Data Storage	516.68
	<b>Total</b>	<b>516.68</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Overnight Delivery - Hard**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/02/20	FEDERAL EXPRESS - 777842910791	60.80
03/02/20	FEDERAL EXPRESS - 777842909960	30.42
03/02/20	FEDERAL EXPRESS - 777835478336	29.72
03/02/20	FEDERAL EXPRESS - 777828999141	74.35
03/02/20	FEDERAL EXPRESS - 777842910611	66.09
03/02/20	FEDERAL EXPRESS - 777885362052	42.10
03/02/20	FEDERAL EXPRESS - 777834972552	55.52
03/02/20	FEDERAL EXPRESS - 777834972791	50.31
03/02/20	FEDERAL EXPRESS - 777834973066	55.50
03/02/20	FEDERAL EXPRESS - 777885362177	42.10
03/02/20	FEDERAL EXPRESS - 777834972806	55.52
03/02/20	FEDERAL EXPRESS - 777834972817	55.52
03/02/20	FEDERAL EXPRESS - 777842910162	30.42
03/02/20	FEDERAL EXPRESS - 777842910254	60.78
03/09/20	FEDERAL EXPRESS - 777904210989	60.88
03/09/20	FEDERAL EXPRESS - 777904663549	60.88
03/09/20	FEDERAL EXPRESS - 777904623589	55.86
03/09/20	FEDERAL EXPRESS - 777904386416	50.48
03/09/20	FEDERAL EXPRESS - 777904386037	50.48
03/09/20	FEDERAL EXPRESS - 777904714131	63.82
03/09/20	FEDERAL EXPRESS - 813869683260	41.42
03/09/20	FEDERAL EXPRESS - 777904386655	44.32
03/09/20	FEDERAL EXPRESS - 813869683271	26.67
03/09/20	FEDERAL EXPRESS - 777897710895	53.75
03/09/20	FEDERAL EXPRESS - 777904556647	40.56
03/09/20	FEDERAL EXPRESS - 777904211920	60.88
03/09/20	FEDERAL EXPRESS - 777904211172	63.82
03/09/20	FEDERAL EXPRESS - 777904386482	50.48
03/16/20	FEDERAL EXPRESS - 777989563545	16.39
	<b>Total</b>	<b>1,449.84</b>

Legal Services for the Period Ending March 31, 2020

Invoice Number:

1050026826

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Computer Database Research - Soft**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/01/20	PACER Usage for 02/2020	0.20
02/01/20	PACER Usage for 02/2020	9.70
02/01/20	PACER Usage for 02/2020	19.60
02/01/20	PACER Usage for 02/2020	7.80
02/01/20	PACER Usage for 02/2020	99.50
02/01/20	PACER Usage for 02/2020	124.90
02/01/20	PACER Usage for 02/2020	5.50
02/01/20	PACER Usage for 02/2020	1.40
02/01/20	PACER Usage for 02/2020	6.10
02/01/20	PACER Usage for 02/2020	9.60
02/01/20	PACER Usage for 02/2020	122.90
02/01/20	PACER Usage for 02/2020	59.80
02/01/20	PACER Usage for 02/2020	0.30
03/01/20	PACER Usage for 03/2020	76.50
03/01/20	PACER Usage for 03/2020	5.50
03/01/20	PACER Usage for 03/2020	0.50
03/01/20	PACER Usage for 03/2020	6.10
03/01/20	PACER Usage for 03/2020	112.60
03/01/20	PACER Usage for 03/2020	10.10
03/01/20	PACER Usage for 03/2020	5.40
03/01/20	PACER Usage for 03/2020	1.10
03/01/20	PACER Usage for 03/2020	0.30
03/01/20	PACER Usage for 03/2020	0.30
03/01/20	PACER Usage for 03/2020	1.30
	<b>Total</b>	<b>687.00</b>
<b>TOTAL EXPENSES</b>		<b>\$ 201,924.18</b>

**April 2020 – Expenses**



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 6, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050029156**  
**Client Matter: 24706-32**

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## In the Matter of Expenses

For expenses incurred through April 30, 2020  
(see attached Description of Expenses for detail)

\$ 45,468.48

Total expenses incurred

\$ 45,468.48

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	619.16
Standard Copies or Prints	961.50
Color Copies or Prints	1,637.35
Scanned Images	0.50
Outside Messenger Services	98.79
Local Transportation	102.16
Travel Expense	330.54
Transportation to/from airport	1,702.67
Court Reporter Fee/Deposition	7,204.05
Appearance Fees	44.00
Other Court Costs and Fees	2,410.20
Outside Printing Services	867.79
Catering Expenses	80.00
Outside Retrieval Service	43.00
Computer Database Research	25,041.20
Overtime Transportation	188.87
Overtime Meals - Attorney	354.15
Rental Expenses	2,851.49
Client Electronic Data Storage	516.68
Overnight Delivery - Hard	414.38
<b>Total</b>	<b>\$ 45,468.48</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029156

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Description of Expenses****Third Party Telephone Charges**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/21/20	Robert Orren - Robert Orren, Teleconference	70.00
04/21/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
04/21/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	0.89
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	29.52
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	0.49
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	11.77
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.61
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	3.10
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	2.87
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	3.17
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	6.50
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	2.81
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	0.98
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	3.84
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	11.74
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	19.02
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	5.80
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	26.11
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	10.04
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	7.30
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	1.28
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	66.33
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	10.80
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	2.05
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	11.11
04/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	0.92
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	4.25
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	162.16

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029156

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

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04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	1.70
	<b>Total</b>	<b>619.16</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Standard Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/03/20	Standard Copies or Prints	312.50
04/03/20	Standard Copies or Prints	1.10
04/17/20	Standard Copies or Prints	63.50
04/21/20	Standard Copies or Prints	584.40
	<b>Total</b>	<b>961.50</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Color Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/03/20	Color Copies or Prints	550.00
04/21/20	Color Copies or Prints	1,087.35
	<b>Total</b>	<b>1,637.35</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Scanned Images**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/03/20	Scanned Images	0.50
	<b>Total</b>	<b>0.50</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Outside Messenger Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/26/20	COMET MESSENGER SERVICE INC - 04/23/2020	21.98
04/26/20	COMET MESSENGER SERVICE INC - 04/21/2020	27.53
04/26/20	COMET MESSENGER SERVICE INC - 04/21/2020	49.28
	<b>Total</b>	<b>98.79</b>



Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

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**Local Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/06/20	VITAL TRANSPORTATION SERVICES INC - PACKAGE TIM CRUICKSHANK - 02/22/2020	72.68
03/13/20	VITAL TRANSPORTATION SERVICES INC - LEHR WILLIAM - 03/01/2020	29.48
	<b>Total</b>	<b>102.16</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Travel Expense**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/03/20	Uzo Dike - Uzo Dike, Lodging, White Plains, NY 03/03/2020 to 03/03/2020, 03/03/2020	330.54
	<b>Total</b>	<b>330.54</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Transportation to/from airport**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/29/20	WINDY CITY LIMOUSINE - RICHARD UPDIKE SHERMAN JR HOWELL Transportation To/From Airport - 02/22/2020	77.25
02/29/20	WINDY CITY LIMOUSINE - MARC KIESELSTEIN Transportation To/From Airport - 02/25/2020	66.70
03/03/20	BOSTON COACH CORPORATION - WILLIAM BRADLEY WEILAND Transportation To/From Airport	96.58
03/03/20	BOSTON COACH CORPORATION - ROSS MITCHELL KWASTENIET Transportation To/From Airport	114.52
03/03/20	BOSTON COACH CORPORATION - ROSS MITCHELL KWASTENIET Transportation To/From Airport	136.30
03/06/20	VITAL TRANSPORTATION SERVICES INC - WELLS ALAN - Transportation To/From Airport 02/26/2020	65.79
03/06/20	VITAL TRANSPORTATION SERVICES INC - HACKNEY STEPHEN - Transportation To/From Airport 02/27/2020	57.99
03/06/20	VITAL TRANSPORTATION SERVICES INC - STUPAR JENNA MARIE - Transportation To/From Airport- 02/22/2020	79.04
03/06/20	VITAL TRANSPORTATION SERVICES INC - WOODS SUSAN - Transportation To/From Airport 02/22/2020	104.77
03/06/20	VITAL TRANSPORTATION SERVICES INC - HACKNEY STEPHEN - Transportation To/From Airport 02/10/2020	74.70
03/06/20	VITAL TRANSPORTATION SERVICES INC - SLADE MICHAEL - Transportation To/From Airport- 02/28/2020	57.99
03/06/20	VITAL TRANSPORTATION SERVICES INC - KIESELSTEIN MARC - Transportation To/From Airport 02/25/2020	61.89
03/06/20	VITAL TRANSPORTATION SERVICES INC - DIKE UZO - Transportation To/From Airport 02/29/2020	308.12
03/13/20	VITAL TRANSPORTATION SERVICES INC - HACKNEY STEPHEN - Transportation To/From Airport 03/02/2020	141.03
03/13/20	VITAL TRANSPORTATION SERVICES INC - WOODS SUSAN - Transportation To/From Airport 03/02/2020	119.26
03/23/20	WINDY CITY LIMOUSINE - CAROLYN ELIZABETH BROWN Transportation To/From Airport 03/02/2020	82.75
04/03/20	VITAL TRANSPORTATION SERVICES INC - DIKE UZOMA - Transportation To/From Airport 03/04/2020	57.99
	<b>Total</b>	<b>1,702.67</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Court Reporter Fee/Deposition**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/16/19	VERITEXT - Transcript	1,294.70
03/19/20	VERITEXT - Services rendered re Paul Chill deposition.	5,909.35
	<b>Total</b>	<b>7,204.05</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Appearance Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/09/20	COURTCALL LLC - Appearance Fee	44.00
	<b>Total</b>	<b>44.00</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Other Court Costs and Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
11/27/19	VERITEXT - Transcript	242.00
01/20/20	VERITEXT - Transcript	1,841.50
04/13/20	VERITEXT - Transcript	90.75
04/23/20	VERITEXT - Transcript	235.95
	<b>Total</b>	<b>2,410.20</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

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**Outside Printing Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/30/20	Transperfect Document Management Inc - Printing and color printing of two-sided documents, assembled into coil-bound documents, ring binders and redwelds with custom tabs and labels	867.79
	<b>Total</b>	<b>867.79</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Catering Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/01/20	FLIK - Windstream on 2/3/2020	30.00
02/01/20	FLIK - Windstream on 2/3/2020	50.00
	<b>Total</b>	<b>80.00</b>



Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Outside Retrieval Service**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/01/20	FACTIVA INC A DOW JONES COMPANY - Factiva usage for March 2020	43.00
	<b>Total</b>	<b>43.00</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Computer Database Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/17/20	SANDLINE DISCOVERY LLC - Database management.	25,041.20
	<b>Total</b>	<b>25,041.20</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Overtime Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/11/20	Anthony Vincenzo Sexton - Anthony Vincenzo Sexton, Taxi, 02/11/2020	11.75
02/13/20	Anthony Vincenzo Sexton - Anthony Vincenzo Sexton, Taxi, 02/13/2020	12.00
02/20/20	Anthony Vincenzo Sexton - Anthony Vincenzo Sexton, Taxi, 02/20/2020	11.00
03/06/20	Francis Petrie - Francis Petrie, Taxi, 03/06/2020	14.16
03/06/20	VITAL TRANSPORTATION SERVICES INC - YALE LYDIA - 02/25/2020	29.65
03/11/20	Anthony Vincenzo Sexton - Anthony Vincenzo Sexton, Taxi, 03/11/2020	12.00
03/13/20	VITAL TRANSPORTATION SERVICES INC - WOODS SUSAN - 02/29/2020	98.31
	<b>Total</b>	<b>188.87</b>

Legal Services for the Period Ending April 30, 2020

Invoice Number:

1050029156

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Overtime Meals - Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/06/20	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York, NY	20.00
03/07/20	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York	14.15
03/08/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 03/05/2020	20.00
03/08/20	SEAMLESS NORTH AMERICA LLC - Smith Trudy - 03/06/2020	20.00
03/08/20	SEAMLESS NORTH AMERICA LLC - Ceresa Chris - 03/06/2020	20.00
03/08/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 03/08/2020	20.00
03/08/20	SEAMLESS NORTH AMERICA LLC - Ceresa Chris - 03/05/2020	20.00
03/08/20	SEAMLESS NORTH AMERICA LLC - Scheffer Tommy - 03/03/2020	20.00
03/10/20	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York, NY	20.00
03/11/20	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York, NY	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Caldwell-McMillan Spencer - 03/10/2020	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Ceresa Chris - 03/09/2020	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Ceresa Chris - 03/10/2020	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Scheffer Tommy - 03/12/2020	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Scheffer Tommy - 03/11/2020	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Ceresa Chris - 03/11/2020	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Petrie Francis - 03/09/2020	20.00
03/15/20	SEAMLESS NORTH AMERICA LLC - Scheffer Tommy - 03/10/2020	20.00
	<b>Total</b>	<b>354.15</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Rental Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/04/20	AQUIPT INC - RENTAL EXPENSES	2,551.49
03/11/20	AQUIPT INC - RENTAL EXPENSES	300.00
	<b>Total</b>	<b>2,851.49</b>

Legal Services for the Period Ending April 30, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050029156  
Matter Number: 24706-32

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**Client Electronic Data Storage**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/30/20	Electronic Data Storage	516.68
	<b>Total</b>	<b>516.68</b>

Legal Services for the Period Ending April 30, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050029156  
 Matter Number: 24706-32

**Overnight Delivery - Hard**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/27/20	FEDERAL EXPRESS - 770266075367	27.58
04/27/20	FEDERAL EXPRESS - 770283864651	29.67
04/27/20	FEDERAL EXPRESS - 770283737688	27.36
04/27/20	FEDERAL EXPRESS - 770266117047	23.96
04/27/20	FEDERAL EXPRESS - 770283519569	30.26
04/27/20	FEDERAL EXPRESS - 770266057839	27.58
04/27/20	FEDERAL EXPRESS - 770266023500	23.96
04/27/20	FEDERAL EXPRESS - 770283781618	29.67
04/27/20	FEDERAL EXPRESS - 770283457567	107.58
04/27/20	FEDERAL EXPRESS - 770266093973	27.58
04/27/20	FEDERAL EXPRESS - 770283841043	17.55
04/27/20	FEDERAL EXPRESS - 770283759421	26.33
04/27/20	FEDERAL EXPRESS - 770284426440	15.30
	<b>Total</b>	<b>414.38</b>
<b>TOTAL EXPENSES</b>		<b>\$ 45,468.48</b>

**May 2020 – Expenses**



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030914**

**Client Matter: 24706-32**

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## In the Matter of Expenses

For expenses incurred through May 31, 2020  
(see attached Description of Expenses for detail)

\$ 140,860.27

Total expenses incurred

\$ 140,860.27

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	1,956.99
Standard Copies or Prints	246.70
Color Copies or Prints	185.90
Scanned Images	0.20
File Conversion	176.25
Outside Messenger Services	164.84
Local Transportation	54.44
Travel Expense	1,000.00
Travel Meals	20.00
Other Travel Expenses	44.00
Court Reporter Fee/Deposition	22,276.55
Filing Fees	70.00
Calendar/Court Services	25.00
Other Court Costs and Fees	2,637.80
Outside Printing Services	30,181.43
Outside Copy/Binding Services	3,112.70
Catering Expenses	100.00
Outside Retrieval Service	339.09
Computer Database Research	49,718.54
Westlaw Research	13,476.90
LexisNexis Research	13,006.10
Overtime Transportation	24.00
Overtime Meals - Attorney	40.00
Client Electronic Data Storage	597.52
Overnight Delivery - Hard	776.52
Computer Database Research - Soft	628.80
<b>Total</b>	<b>\$ 140,860.27</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030914

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Description of Expenses****Third Party Telephone Charges**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/31/20	Intrado Enterprise Collaboration Inc - conference calls	0.36
04/15/20	Stephen E. Hessler, P.C. - Stephen E. Hessler, PDA Roaming, Verizon Wireless 03/16/2020 to 04/15/2020	201.50
04/21/20	Stephen E. Hessler, P.C. - Stephen E. Hessler, Teleconference	70.00
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	1.96
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	20.50
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.63
04/30/20	Intrado Enterprise Collaboration Inc - Conference call	0.77
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	10.52
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	5.67
04/30/20	Intrado Enterprise Collaboration Inc - Conference Calls	11.45
04/30/20	Intrado Enterprise Collaboration Inc - Conference Calls	15.64
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	14.15
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	0.73
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	1.95
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	4.98
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	3.69
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.71
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	6.02
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.75
04/30/20	Intrado Enterprise Collaboration Inc - Telephone conference	5.65
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	19.65
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	11.34
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	7.33
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	9.42
04/30/20	Intrado Enterprise Collaboration Inc - Teleconference	8.97
05/05/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	1.00
05/05/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	1.00
05/07/20	Cassandra E. Fenton - Cassandra E. Fenton - Cassandra E. Fenton, Other, Attend telephonic hearing 05/07/2020	70.00

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030914  
 24706-32

Expenses

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05/07/20	Uzo Dike - Uzo Dike, Teleconference	70.00
05/07/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/07/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/07/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/07/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/07/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/08/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/08/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/08/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/08/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
05/15/20	Stephen E. Hessler, P.C. - Stephen E. Hessler, PDA Roaming, Verizon Wireless 04/16/2020 to 05/15/2020	145.00
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference.	4.39
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	87.72
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference.	3.98
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference	3.11
05/31/20	Intrado Enterprise Collaboration Inc - Conference call	9.74
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	10.03
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	26.68
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference	11.64
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference	2.32
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	7.29
05/31/20	Intrado Enterprise Collaboration Inc - Teleconferences	3.27
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	5.78
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.63
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	3.04
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.66
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.26
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	9.91
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.12
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	11.18
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	21.59

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050030914  
24706-32Expenses

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05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.02
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	141.85
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	31.20
05/31/20	Intrado Enterprise Collaboration Inc - Telephone Conference	22.61
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference	1.33
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	71.34
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference	5.30
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conferences	6.01
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.43
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.24
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	54.96
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference.	12.77
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	52.36
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	42.89
	<b>Total</b>	<b>1,956.99</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

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**Standard Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/02/20	Standard Copies or Prints	0.40
05/05/20	Standard Copies or Prints	2.70
05/06/20	Standard Copies or Prints	241.60
05/06/20	Standard Copies or Prints	1.00
05/07/20	Standard Copies or Prints	1.00
	<b>Total</b>	<b>246.70</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Color Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/02/20	Color Copies or Prints	15.40
05/05/20	Color Copies or Prints	0.55
05/06/20	Color Copies or Prints	159.50
05/07/20	Color Copies or Prints	10.45
	<b>Total</b>	<b>185.90</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Scanned Images**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/12/20	Scanned Images	0.20
	<b>Total</b>	<b>0.20</b>



Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**File Conversion**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/05/20	CH-10152	176.25
	<b>Total</b>	<b>176.25</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

**Outside Messenger Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/10/20	COMET MESSENGER SERVICE INC	73.93
05/10/20	COMET MESSENGER SERVICE INC	32.97
05/17/20	COMET MESSENGER SERVICE INC	35.96
05/17/20	COMET MESSENGER SERVICE INC	21.98
	<b>Total</b>	<b>164.84</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Local Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/26/20	DEC LIMOUSINE & BUS CORP - Messenger Service	54.44
	<b>Total</b>	<b>54.44</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

**Travel Expense**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/10/19	Richard U. S. Howell, P.C. - Richard U. S. Howell, Lodging, New York, NY 12/10/2019 to 12/11/2019	500.00
12/11/19	Richard U. S. Howell, P.C. - Richard U. S. Howell, Lodging, New York, NY 12/11/2019 to 12/12/2019	500.00
	<b>Total</b>	<b>1,000.00</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Travel Meals**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/12/19	Richard U. S. Howell, P.C. - Richard U. S. Howell, Hotel - Travel Meals, New York, NY	20.00
	<b>Total</b>	<b>20.00</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Other Travel Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/07/20	Uzo Dike - Uzo Dike, Parking, Chicago, IL	44.00
	<b>Total</b>	<b>44.00</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030914

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Court Reporter Fee/Deposition**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/15/20	PLANET DEPOS - Expedited transcription services for 4/24/2020 deposition of Alan Wells, including processing of exhibits	4,445.00
05/15/20	PLANET DEPOS - Expedited transcription services for 4/24/2020 deposition of Johannes Weber, including processing of exhibits	1,695.20
05/18/20	PLANET DEPOS - Expedited transcription services for 4/27/2020 deposition of Nick Leone, including processing of exhibits	4,231.30
05/18/20	PLANET DEPOS - Videography services for 4/28/2020 deposition of Tony Thomas, including synchronization	880.00
05/18/20	PLANET DEPOS - Videography services for 4/24/2020 deposition of Johannes Weber, including synchronization	465.00
05/18/20	PLANET DEPOS - Videography services for 4/29/2020 deposition of Mark Alan Wallace, including synchronization	635.00
05/18/20	PLANET DEPOS - Expedited transcription services for 4/29/2020 deposition of Mark Alan Wallace, including processing of exhibits	1,667.40
05/18/20	PLANET DEPOS - Videography services for 4/24/2020 deposition of Alan Wells, including synchronization	880.00
05/18/20	PLANET DEPOS - Expedited transcription services for 4/28/2020 deposition of Tony Thomas, including processing of exhibits	3,805.50
05/18/20	PLANET DEPOS - Videography services for 4/27/2020 deposition of Nick Leone, including synchronization	805.00
05/27/20	PLANET DEPOS - Expedited transcription services for 5/4/2020 deposition of Bruce Mendelsohn, including processing of exhibits	1,879.65
05/27/20	PLANET DEPOS - Videography services for 5/4/2020 deposition of Bruce Mendelsohn, including synchronization	662.50
05/27/20	PLANET DEPOS - Videoconferencing services for 5/4/2020 deposition of Bruce Mendelsohn	225.00
	<b>Total</b>	<b>22,276.55</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Filing Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/21/20	Leo Rosenberg - Leo Rosenberg, Filing Fees, Hearing 04/21/2020	70.00
	<b>Total</b>	<b>70.00</b>



Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Calendar/Court Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/29/20	Set up Westlaw Party alert for when appeal case is docketed;	25.00
	<b>Total</b>	<b>25.00</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

**Other Court Costs and Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/04/20	VERITEXT - Transcript	350.90
05/07/20	VERITEXT - Transcript	1,470.15
05/12/20	VERITEXT - Transcript	816.75
	<b>Total</b>	<b>2,637.80</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

**Outside Printing Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/29/20	Transperfect Document Management Inc - Color printing of requested documents	4,800.00
02/29/20	Transperfect Document Management Inc - Printing and color printing of four (4) sets of two-sided documents, assembled into binders with tabs	2,169.88
02/29/20	Transperfect Document Management Inc - Printing of two-sided documents, assembled into ring binders with tabs	4,479.82
02/29/20	Transperfect Document Management Inc - Printing and color printing of two-sided documents, assembled with custom binding, into coil-bound documents and ring binders, with tabs	2,319.22
02/29/20	Transperfect Document Management Inc - Printing and color printing of two-sided documents, assembled into coil-bound documents, ring binders, file folders and redwelds with tabs and custom labels	4,701.49
05/04/20	L2 Services LLC - Black & white and color printing of documents, assembled into coil-bound documents and ring binders with alpha/numeric and custom tabs	4,332.95
05/04/20	L2 Services LLC - Black & white printing of documents, assembled into coil-bound documents and ring binders; includes courier services	1,610.45
05/04/20	L2 Services LLC - Black & white and color printing of documents, assembled into binders with alpha/numeric tabs	4,878.38
05/13/20	Transperfect Document Management Inc - Printing and color printing of two-sided documents, assembled into coil-bound documents with custom tabs; includes courier services	889.24
	<b>Total</b>	<b>30,181.43</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

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Invoice Number: 1050030914  
Matter Number: 24706-32

**Outside Copy/Binding Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/13/20	Transperfect Document Management Inc - External printing and binding	2,930.54
05/26/20	Adam Collins - Adam Collins, Copies, Purchase of copies of pleadings from Florida state court docket for use in Windstream matter 05/26/2020	182.16
	<b>Total</b>	<b>3,112.70</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

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**Catering Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/01/20	FLIK - Windstream on 3/10/2020	60.00
03/01/20	FLIK - Meeting on 3/10/2020	40.00
	<b>Total</b>	<b>100.00</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

---

Invoice Number: 1050030914  
Matter Number: 24706-32

**Outside Retrieval Service**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/21/20	UNITED CORPORATE SERVICES INC - Outside Retrieval Service.	265.00
04/30/20	COURTALERT.COM INC - CourtAlert for pacer	20.01
05/01/20	FACTIVA INC A DOW JONES COMPANY - Factiva usage for April 2020	14.07
05/31/20	COURTALERT.COM INC - CourtAlert for pacer	40.01
	<b>Total</b>	<b>339.09</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030914

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Computer Database Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/13/2020	16.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/7/2020	29.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/9/2020	5.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/5/2020	23.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/11/2020	48.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/30/2020	40.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/17/2020	29.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/25/2020	8.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/10/2020	73.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/23/2020	32.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/24/2020	82.00
04/13/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on3/4/2020	20.00
04/13/20	SANDLINE DISCOVERY LLC - Services rendered re database management.	25,778.75
05/05/20	Bureau of National Affairs Inc - Bloomberg Dockets Usage for 04/2020 by Tim McAllister	11.69
05/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on4/14/2020	40.00
05/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on4/3/2020	11.00
05/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on4/2/2020	173.00
05/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on4/7/2020	40.00
05/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on4/9/2020	100.00

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

---

Invoice Number: 1050030914  
Matter Number: 24706-32

05/12/20	SANDLINE DISCOVERY LLC - Services rendered re database management.	23,159.10
	<b>Total</b>	<b>49,718.54</b>



Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030914

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Westlaw Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/1/2020	51.39
04/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/2/2020	199.38
04/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 4/2/2020	162.09
04/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 4/3/2020	128.22
04/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 4/3/2020	36.02
04/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/3/2020	143.58
04/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Vizvary, Benjamin C. on 4/7/2020	463.89
04/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 4/7/2020	36.02
04/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mason, Tiffany on 4/7/2020	216.37
04/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/7/2020	69.40
04/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 4/8/2020	180.10
04/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/8/2020	158.95
04/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Kamraczewski, Mary Beth on 4/8/2020	237.81
04/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caldwell-McMillan, Spencer on 4/9/2020	15.37
04/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 4/9/2020	162.09
04/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caldwell-McMillan, Spencer on 4/10/2020	18.01
04/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 4/14/2020	445.73

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030914  
 24706-32

Expenses

---

04/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 4/15/2020	90.05
04/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/15/2020	18.01
04/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/16/2020	283.26
04/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 4/18/2020	72.12
04/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 4/19/2020	162.28
04/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 4/19/2020	758.07
04/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mason, Tiffany on 4/20/2020	64.18
04/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Abelson, Steve on 4/20/2020	570.69
04/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Buschmann, Leif on 4/20/2020	87.51
04/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Buschmann, Leif on 4/21/2020	115.63
04/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/21/2020	15.37
04/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lee, Daming on 4/22/2020	235.78
04/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 4/22/2020	18.01
04/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mason, Tiffany on 4/23/2020	138.95
04/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/27/2020	30.73
04/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Miller, Renita F. on 4/27/2020	110.20
04/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 4/27/2020	45.27
04/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 4/28/2020	18.03
04/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 4/30/2020	48.74

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030914  
 24706-32

Expenses

---

04/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 4/30/2020	177.66
05/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/1/2020	778.51
05/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 5/2/2020	17.53
05/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 5/2/2020	175.09
05/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/3/2020	17.53
05/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 5/3/2020	17.51
05/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/3/2020	17.51
05/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Foster, Julia on 5/4/2020	17.53
05/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/5/2020	228.25
05/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/5/2020	146.81
05/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 5/5/2020	32.48
05/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 5/5/2020	17.53
05/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/5/2020	35.02
05/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/6/2020	192.82
05/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/6/2020	450.46
05/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 5/6/2020	17.53
05/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/10/2020	14.94
05/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/12/2020	192.82
05/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/12/2020	79.34

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030914  
 24706-32

Expenses

---

05/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/13/2020	321.41
05/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/13/2020	181.46
05/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/14/2020	87.55
05/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/15/2020	35.02
05/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 5/15/2020	52.53
05/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/15/2020	586.74
05/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/16/2020	87.55
05/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/17/2020	234.60
05/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Smith, Jhanile Trudy on 5/17/2020	24.12
05/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/18/2020	105.17
05/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/18/2020	322.26
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 5/19/2020	79.92
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/19/2020	269.62
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 5/19/2020	70.04
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Smith, Jhanile Trudy on 5/19/2020	24.12
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/19/2020	70.12
05/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 5/19/2020	78.97
05/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 5/20/2020	210.11

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030914  
 24706-32

Expenses

---

05/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/20/2020	87.65
05/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mason, Tiffany on 5/20/2020	17.53
05/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Abelson, Steve on 5/20/2020	222.63
05/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 5/20/2020	629.71
05/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 5/21/2020	26.48
05/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Smith, Jhanile Trudy on 5/21/2020	35.02
05/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 5/21/2020	17.53
05/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 5/21/2020	184.03
05/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 5/23/2020	17.51
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/27/2020	58.89
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 5/27/2020	284.14
05/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 5/28/2020	152.61
05/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 5/28/2020	14.94
05/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 5/28/2020	114.98
05/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 5/29/2020	52.59
05/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Quigley, Michael on 5/29/2020	35.06
05/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ryan, Brendan on 5/30/2020	17.53
05/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 5/31/2020	415.06

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030914

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

---

05/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Stupar, Jenna on 5/31/2020	17.53
	<b>Total</b>	<b>13,476.90</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030914

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**LexisNexis Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/03/20	LEXISNEXIS - LexisNexis Research on 3/3/2020 by Chris Ceresa	375.71
03/05/20	LEXISNEXIS - LexisNexis Research on 3/5/2020 by Chris Ceresa	588.75
03/07/20	LEXISNEXIS - LexisNexis Research on 3/7/2020 by Chris Ceresa	75.14
03/09/20	LEXISNEXIS - LexisNexis Research on 3/9/2020 by Chris Ceresa	277.19
03/10/20	LEXISNEXIS - LexisNexis Research on 3/10/2020 by Margeret Reiney	126.78
03/10/20	LEXISNEXIS - LexisNexis Research on 3/10/2020 by Chris Ceresa	976.82
03/11/20	LEXISNEXIS - LexisNexis Research on 3/11/2020 by Margeret Reiney	478.77
03/11/20	LEXISNEXIS - LexisNexis Research on 3/11/2020 by Thomas Scheffer	276.92
03/12/20	LEXISNEXIS - LexisNexis Research on 3/12/2020 by Margeret Reiney	276.92
03/12/20	LEXISNEXIS - LexisNexis Research on 3/12/2020 by Chris Ceresa	277.19
03/15/20	LEXISNEXIS - LexisNexis Research on 3/15/2020 by Chris Ceresa	906.71
03/19/20	LEXISNEXIS - LexisNexis Research on 3/19/2020 by Chris Ceresa	225.42
03/19/20	LEXISNEXIS - LexisNexis Research on 3/19/2020 by Margeret Reiney	201.85
03/20/20	LEXISNEXIS - LexisNexis Research on 3/20/2020 by Chris Ceresa	404.09
03/20/20	LEXISNEXIS - LexisNexis Research on 3/20/2020 by Margeret Reiney	305.28
03/23/20	LEXISNEXIS - LexisNexis Research on 3/23/2020 by Chris Ceresa	582.78
03/24/20	LEXISNEXIS - LexisNexis Research on 3/24/2020 by Chris Ceresa	502.62
03/30/20	LEXISNEXIS - LexisNexis Research on 3/30/2020 by Chris Ceresa	559.39
03/30/20	LEXISNEXIS - LexisNexis Research on 3/30/2020 by Margeret Reiney	150.14
03/31/20	LEXISNEXIS - LexisNexis Research on 3/31/2020 by Chris Ceresa	404.08
03/31/20	LEXISNEXIS - LexisNexis Research on 3/31/2020 by Margeret Reiney	75.07

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.Invoice Number:  
Matter Number:1050030914  
24706-32Expenses

---

03/31/20	LEXISNEXIS - LexisNexis Research on 3/31/2020 by Julia Harper	575.84
04/02/20	LEXISNEXIS - LexisNexis Research on 4/2/2020 by Chris Ceresa	493.40
04/03/20	LEXISNEXIS - LexisNexis Research on 4/3/2020 by Margeret Reiney	205.25
04/07/20	LEXISNEXIS - LexisNexis Research on 4/7/2020 by Tiffany Mason	430.30
04/07/20	LEXISNEXIS - LexisNexis Research on 4/7/2020 by Chris Ceresa	143.98
04/07/20	LEXISNEXIS - LexisNexis Research on 4/7/2020 by Margeret Reiney	92.12
04/08/20	LEXISNEXIS - LexisNexis Research on 4/8/2020 by Chris Ceresa	30.73
04/13/20	LEXISNEXIS - LexisNexis Research on 4/13/2020 by Chris Ceresa	143.98
04/15/20	LEXISNEXIS - LexisNexis Research on 4/15/2020 by Chris Ceresa	82.50
04/15/20	LEXISNEXIS - LexisNexis Research on 4/15/2020 by Margeret Reiney	164.84
04/16/20	LEXISNEXIS - LexisNexis Research on 4/16/2020 by Chris Ceresa	61.48
04/17/20	LEXISNEXIS - LexisNexis Research on 4/17/2020 by Margeret Reiney	30.70
04/20/20	LEXISNEXIS - LexisNexis Research on 4/20/2020 by Steve Abelson	111.38
04/21/20	LEXISNEXIS - LexisNexis Research on 4/21/2020 by Nicholas Warther	155.29
04/27/20	LEXISNEXIS - LexisNexis Research on 4/27/2020 by Renita Miller	90.88
04/27/20	LEXISNEXIS - LexisNexis Research on 4/27/2020 by Chris Ceresa	113.25
04/30/20	LEXISNEXIS - LexisNexis Research on 4/30/2020 by Trudy Smith	51.71
05/01/20	LEXISNEXIS - LexisNexis Research on 5/1/2020 by Margeret Reiney	286.60
05/06/20	LEXISNEXIS - LexisNexis Research on 5/6/2020 by Carolyn E. Brown	783.71
05/10/20	LEXISNEXIS - LexisNexis Research on 5/10/2020 by Nicholas Warther	51.77
05/13/20	LEXISNEXIS - LexisNexis Research on 5/13/2020 by Carolyn E. Brown	130.14
05/14/20	LEXISNEXIS - LexisNexis Research on 5/14/2020 by Margeret Reiney	441.74



Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

---

05/27/20	LEXISNEXIS - LexisNexis Research on 5/27/2020 by Chris Ceresa	286.89
	<b>Total</b>	<b>13,006.10</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

---

**Overtime Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/03/20	Heidi Hockberger - Heidi Hockberger, Taxi	13.75
03/06/20	Heidi Hockberger - Heidi Hockberger, Taxi	10.25
	<b>Total</b>	<b>24.00</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

**Overtime Meals - Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/31/20	GRUBHUB HOLDINGS INC - GRUBHUB HOLDINGS INC - Pratik Ghosh - 05/28/2020	20.00
05/31/20	GRUBHUB HOLDINGS INC - GRUBHUB HOLDINGS INC - Pratik Ghosh - 05/25/2020	20.00
	<b>Total</b>	<b>40.00</b>

Legal Services for the Period Ending May 31, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030914  
Matter Number: 24706-32

---

**Client Electronic Data Storage**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
05/31/20	Electronic Data Storage	597.52
	<b>Total</b>	<b>597.52</b>

Legal Services for the Period Ending May 31, 2020

Invoice Number:

1050030914

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

**Overnight Delivery - Hard**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
04/13/20	FEDERAL EXPRESS - 770171014236	35.12
04/13/20	FEDERAL EXPRESS - 770171727761	24.02
04/13/20	FEDERAL EXPRESS - 770171267809	24.02
04/13/20	FEDERAL EXPRESS - 770171127320	35.12
04/13/20	FEDERAL EXPRESS - 770171187290	35.12
05/04/20	FEDERAL EXPRESS - 770316199207	15.80
05/11/20	FEDERAL EXPRESS - 770383473382	61.43
05/11/20	FEDERAL EXPRESS - 770404430782	68.18
05/11/20	FEDERAL EXPRESS - 770383547013	60.84
05/11/20	FEDERAL EXPRESS - 770383523049	30.73
05/11/20	FEDERAL EXPRESS - 770383501504	55.32
05/11/20	FEDERAL EXPRESS - 770383473945	55.32
05/11/20	FEDERAL EXPRESS - 770394305523	60.76
05/11/20	FEDERAL EXPRESS - 770383440520	60.84
05/11/20	FEDERAL EXPRESS - 770383522123	55.32
05/11/20	FEDERAL EXPRESS - 770383556408	60.84
05/18/20	FEDERAL EXPRESS - 770325944972	10.89
05/18/20	FEDERAL EXPRESS - 770422184897	10.66
05/25/20	FEDERAL EXPRESS - 770469246717	16.19
	<b>Total</b>	<b>776.52</b>

Legal Services for the Period Ending May 31, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030914  
 Matter Number: 24706-32

**Computer Database Research - Soft**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/20	PACER Usage for 04/2020	16.80
04/01/20	PACER Usage for 04/2020	1.30
04/01/20	PACER Usage for 04/2020	5.00
04/01/20	PACER Usage for 04/2020	10.00
04/01/20	PACER Usage for 04/2020	7.00
04/01/20	PACER Usage for 04/2020	77.50
04/01/20	PACER Usage for 04/2020	6.20
04/01/20	PACER Usage for 04/2020	65.10
04/01/20	PACER Usage for 04/2020	29.50
04/01/20	PACER Usage for 04/2020	93.80
04/01/20	PACER Usage for 04/2020	10.10
04/01/20	PACER Usage for 04/2020	13.60
04/01/20	PACER Usage for 04/2020	164.60
04/01/20	PACER Usage for 04/2020	128.30
	<b>Total</b>	<b>628.80</b>

**TOTAL EXPENSES** **\$ 140,860.27**

**June 2020 – Expenses**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

August 5, 2020

Windstream Holdings, Inc.  
4001 Rodney Parham Road  
Little Rock, AR 72212

Attn: Kristi Moody, Esq.

**Invoice Number: 1050030935**

**Client Matter: 24706-32**

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## In the Matter of Expenses

For expenses incurred through June 26, 2020  
(see attached Description of Expenses for detail)

\$ 94,536.63

Total expenses incurred

\$ 94,536.63



Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	342.00
Standard Copies or Prints	1,010.60
Color Copies or Prints	1,156.65
Outside Messenger Services	453.45
Other Travel Expenses	44.00
Court Reporter Fee/Deposition	5,539.70
Filing Fees	27,852.50
Other Court Costs and Fees	127.05
Outside Printing Services	12,000.01
Outside Copy/Binding Services	102.42
Catering Expenses	205.00
Outside Retrieval Service	241.44
Computer Database Research	28,565.49
Westlaw Research	14,486.93
LexisNexis Research	1,779.89
Overtime Meals - Attorney	38.60
Overnight Delivery - Hard	181.40
Computer Database Research - Soft	409.50
<b>Total</b>	<b>\$ 94,536.63</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030935

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses

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**Description of Expenses****Third Party Telephone Charges**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/15/20	Stephen E. Hessler, P.C. - Stephen E. Hessler, PDA Roaming, Verizon wireless 05/16/2020 to 06/15/2020	62.00
06/18/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
06/18/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
06/18/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
06/18/20	Carrie Therese Oppenheim - Carrie Therese Oppenheim, Teleconference	70.00
	<b>Total</b>	<b>342.00</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Standard Copies or Prints**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/20	Standard Copies or Prints	253.40
06/16/20	Standard Copies or Prints	279.80
06/16/20	Standard Copies or Prints	0.30
06/17/20	Standard Copies or Prints	33.20
06/18/20	Standard Copies or Prints	4.90
06/20/20	Standard Copies or Prints	0.20
06/23/20	Standard Copies or Prints	2.70
06/23/20	Standard Copies or Prints	361.50
06/23/20	Standard Copies or Prints	3.90
06/24/20	Standard Copies or Prints	2.40
06/24/20	Standard Copies or Prints	68.30
	<b>Total</b>	<b>1,010.60</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Color Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/14/20	Color Copies or Prints	632.50
06/18/20	Color Copies or Prints	26.40
06/18/20	Color Copies or Prints	13.20
06/23/20	Color Copies or Prints	14.85
06/23/20	Color Copies or Prints	394.35
06/24/20	Color Copies or Prints	19.80
06/24/20	Color Copies or Prints	55.55
	<b>Total</b>	<b>1,156.65</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Outside Messenger Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/14/20	COMET MESSENGER SERVICE INC	107.89
06/14/20	COMET MESSENGER SERVICE INC	54.95
06/14/20	COMET MESSENGER SERVICE INC	98.57
06/14/20	COMET MESSENGER SERVICE INC	54.95
06/21/20	COMET MESSENGER SERVICE INC	49.28
06/21/20	COMET MESSENGER SERVICE INC	54.95
06/21/20	COMET MESSENGER SERVICE INC	32.86
	<b>Total</b>	<b>453.45</b>

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030935  
Matter Number: 24706-32

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**Other Travel Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/24/20	Uzo Dike - Uzo Dike, Parking, Chicago, IL	44.00
	<b>Total</b>	<b>44.00</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

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**Court Reporter Fee/Deposition**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	VERITEXT - Certified Transcript of 7/31/2020 hearing in U.S. Bankruptcy Court, NYSD	375.60
06/25/20	PLANET DEPOS - Expedited transcription services for 6/10/2020 depositions of David Brown, Jr. and Johannes Weber, including processing of exhibits	2,217.20
06/25/20	PLANET DEPOS - Expedited transcription services for 6/12/2020 deposition of Tony Thomas, including processing of exhibits	2,946.90
	<b>Total</b>	<b>5,539.70</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Filing Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/15/20	Margaret Reiney - Margaret Reiney, Filing Fees, Miller - Windstream Confirmation Hearing Notice (partial payment) 06/15/2020	9,210.50
06/15/20	Susan D. Golden - Susan D. Golden, Filing Fees, Miller Advertising - Windstream Confirmation Hearing Notice (partial payment) 06/15/2020	9,210.50
06/15/20	Francis Petrie - Francis Petrie, Filing Fees, Portion of publication fee in Windstream with Miller Advertising 06/15/2020	9,210.50
06/24/20	Sara Shaw Tatum - Sara Shaw Tatum, Professional Org Dues, U.S. COURT OF APPEALS, SECOND CIRCUIT 06/24/2020 to 06/24/2025, U.S. COURT OF APPEALS, SECOND CIRCUIT Admission for Windstream Holdings, Inc. 06/24/2020	221.00
	<b>Total</b>	<b>27,852.50</b>



Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030935  
Matter Number: 24706-32

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**Other Court Costs and Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/23/20	VERITEXT - Transcript	127.05
	<b>Total</b>	<b>127.05</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Outside Printing Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/16/20	Inservio 3 LLC - Blowback printing in black & white and color, assembled into view binders with index tabs; includes courier services	1,539.52
06/25/20	L2 Services LLC - Black & white and color printing of documents, assembled into binders with alpha/numeric tabs; includes delivery fees	5,007.13
06/25/20	L2 Services LLC - Black & white and color printing of documents, assembled into coil-bound documents	429.16
06/25/20	L2 Services LLC - Black & white and color printing of documents, assembled into binders with alpha/numeric tabs; includes delivery fees	5,024.20
	<b>Total</b>	<b>12,000.01</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

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**Outside Copy/Binding Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/24/20	Uzo Dike - Uzo Dike, Copies, Printing and delivery of documents to Judge Drain in White Plains for use at the June 24th Windstream Confirmation Hearing 06/24/2020	102.42
	<b>Total</b>	<b>102.42</b>

Legal Services for the Period Ending June 26, 2020  
Windstream Holdings, Inc.  
Expenses

Invoice Number: 1050030935  
Matter Number: 24706-32

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**Catering Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	FLIK - Windstream on 6/24/2020	150.00
06/01/20	FLIK - Windstream on 6/24/2020	55.00
	<b>Total</b>	<b>205.00</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Outside Retrieval Service**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - CourtExpress usage by E Lane	107.79
06/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - CourtExpress usage by E Lane	133.65
	<b>Total</b>	<b>241.44</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Computer Database Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	FACTIVA INC A DOW JONES COMPANY - Factiva usage for May 2020	39.79
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/8/2020	20.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/19/2020	23.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/7/2020	39.00
06/16/20	SANDLINE DISCOVERY LLC - May database management.	28,443.70
	<b>Total</b>	<b>28,565.49</b>

Legal Services for the Period Ending June 26, 2020

Invoice Number:

1050030935

Windstream Holdings, Inc.

Matter Number:

24706-32

Expenses**Westlaw Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 6/1/2020	17.91
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Stupar, Jenna on 6/1/2020	35.81
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 6/1/2020	35.81
06/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rhodes, Harker on 6/2/2020	17.41
06/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 6/2/2020	17.91
06/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/2/2020	81.64
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/3/2020	255.82
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/3/2020	158.52
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/3/2020	53.66
06/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/4/2020	179.06
06/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/4/2020	187.98
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/5/2020	709.48
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/5/2020	254.65
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/5/2020	209.11
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 6/5/2020	48.40
06/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/7/2020	122.71
06/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 6/7/2020	223.75
06/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/7/2020	385.10

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030935  
 24706-32

Expenses

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06/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 6/7/2020	212.00
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 6/8/2020	116.44
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/8/2020	35.77
06/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/8/2020	673.79
06/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 6/9/2020	143.08
06/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/9/2020	471.44
06/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/9/2020	430.37
06/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/9/2020	120.82
06/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 6/9/2020	178.85
06/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Holt, Keith on 6/10/2020	71.62
06/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/10/2020	107.44
06/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/10/2020	17.91
06/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Holt, Keith on 6/11/2020	89.53
06/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/11/2020	89.80
06/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/11/2020	176.43
06/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 6/11/2020	53.66
06/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/12/2020	17.91
06/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martinez-Krippner, Diego Jorge on 6/12/2020	51.09
06/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/12/2020	244.05



Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.

Invoice Number: 1050030935  
 Matter Number: 24706-32

Expenses

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06/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/13/2020	185.57
06/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 6/13/2020	53.66
06/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/14/2020	132.73
06/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/14/2020	15.28
06/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 6/14/2020	62.79
06/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/15/2020	124.84
06/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martinez-Krippner, Diego Jorge on 6/15/2020	71.62
06/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/15/2020	17.91
06/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/15/2020	206.98
06/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 6/16/2020	447.51
06/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 6/16/2020	104.69
06/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 6/16/2020	35.77
06/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/16/2020	693.70
06/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Harper, Julia on 6/17/2020	321.94
06/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/17/2020	53.66
06/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/17/2020	1,162.51
06/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martinez-Krippner, Diego Jorge on 6/17/2020	17.91
06/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/18/2020	140.62

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030935  
 24706-32

Expenses

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06/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Kamraczewski, Mary Beth on 6/18/2020	342.47
06/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ghosh, Pratik on 6/18/2020	24.64
06/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menon, Lekha on 6/18/2020	196.74
06/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/19/2020	53.72
06/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/19/2020	468.56
06/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martinez-Krippner, Diego Jorge on 6/19/2020	140.62
06/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/19/2020	17.91
06/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/20/2020	49.28
06/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/20/2020	170.25
06/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shankar, Ravi on 6/20/2020	84.09
06/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 6/20/2020	32.85
06/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Foster, Julia on 6/21/2020	71.62
06/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/21/2020	17.91
06/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 6/21/2020	16.43
06/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martinez-Krippner, Diego Jorge on 6/21/2020	82.14
06/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/21/2020	14.02
06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Dike, Uzo on 6/22/2020	62.86
06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Luze, John on 6/22/2020	99.55

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.

Invoice Number:  
 Matter Number:

1050030935  
 24706-32

Expenses

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06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/22/2020	449.78
06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eggert, Mary B. on 6/22/2020	15.28
06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/22/2020	53.72
06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Smith, Jhanile Trudy on 6/22/2020	13.51
06/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/23/2020	75.76
06/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Stupar, Jenna on 6/23/2020	89.53
06/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/24/2020	122.71
06/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 6/24/2020	300.39
06/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Stupar, Jenna on 6/24/2020	142.75
06/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tsonis, Gregory on 6/24/2020	107.44
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fenton, Cassandra E. on 6/25/2020	71.62
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Holt, Keith on 6/25/2020	142.75
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/25/2020	313.54
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reiney, Margaret on 6/25/2020	35.77
06/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Brown, Carolyn E. on 6/26/2020	107.44
06/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Holt, Keith on 6/26/2020	352.86
	<b>Total</b>	<b>14,486.93</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**LexisNexis Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/05/20	LEXISNEXIS - LexisNexis Research on 6/5/2020 by Chris Ceresa	89.96
06/07/20	LEXISNEXIS - LexisNexis Research on 6/7/2020 by Margeret Reiney	425.43
06/12/20	LEXISNEXIS - LexisNexis Research on 6/12/2020 by Chris Ceresa	141.61
06/16/20	LEXISNEXIS - LexisNexis Research on 6/16/2020 by Chris Ceresa	337.61
06/17/20	LEXISNEXIS - LexisNexis Research on 6/17/2020 by Julia Harper	425.41
06/18/20	LEXISNEXIS - LexisNexis Research on 6/18/2020 by Mary Beth Kamraczewski	89.96
06/24/20	LEXISNEXIS - LexisNexis Research on 6/24/2020 by Chris Ceresa	89.96
06/25/20	LEXISNEXIS - LexisNexis Research on 6/25/2020 by Gregory Tsonis	179.95
	<b>Total</b>	<b>1,779.89</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Overtime Meals - Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/07/20	SEAMLESS NORTH AMERICA LLC - Pratik Ghosh - 06/05/2020	20.00
06/21/20	SEAMLESS NORTH AMERICA LLC - Pratik Ghosh - 06/19/2020	18.60
	<b>Total</b>	<b>38.60</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Overnight Delivery - Hard**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/15/20	FEDERAL EXPRESS - 770653785725	54.24
06/15/20	FEDERAL EXPRESS - 770653808400	54.17
06/15/20	FEDERAL EXPRESS - 770653759290	54.61
06/22/20	FEDERAL EXPRESS - 770722025610	18.38
	<b>Total</b>	<b>181.40</b>

Legal Services for the Period Ending June 26, 2020  
 Windstream Holdings, Inc.  
 Expenses

Invoice Number: 1050030935  
 Matter Number: 24706-32

**Computer Database Research - Soft**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
06/01/20	PACER Usage for 06/2020	8.50
06/01/20	PACER Usage for 06/2020	46.70
06/01/20	PACER Usage for 06/2020	6.10
06/01/20	PACER Usage for 06/2020	25.00
06/01/20	PACER Usage for 06/2020	47.60
06/01/20	PACER Usage for 06/2020	32.80
06/01/20	PACER Usage for 06/2020	1.20
06/01/20	PACER Usage for 06/2020	87.10
06/01/20	PACER Usage for 06/2020	0.40
06/01/20	PACER Usage for 06/2020	55.60
06/01/20	PACER Usage for 06/2020	64.80
06/01/20	PACER Usage for 06/2020	33.70
	<b>Total</b>	<b>409.50</b>

**TOTAL EXPENSES**

**\$ 94,536.63**