

Hearing Date: April 16, 2019, at 10:00 a.m. (prevailing Eastern Time)
Objection Deadline: April 9, 2019, at 4:00 p.m. (prevailing Eastern Time)

Stephen E. Hessler, P.C.
Marc Kieselstein, P.C.
Cristine Pirro Schwarzman
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)
Brad Weiland (admitted *pro hac vice*)
John R. Luze (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

Proposed 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> , ¹)	
)	Case No. 19-22312 (RDD)
Debtors.)	
)	(Jointly Administered)

**NOTICE OF HEARING ON DEBTORS'
MOTION FOR THE RETENTION AND COMPENSATION OF
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

PLEASE TAKE NOTICE that on March 26, 2019, the other above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for the Retention and Compensation of Professionals Utilized in the Ordinary Course of Business* (the “Motion”). A hearing (the “Hearing”) on the Motion will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District

¹ The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, 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.



of New York, 300 Quarropas Street, White Plains, New York 10601, on **April 16, 2019, at 10:00 a.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the *Interim Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 57] (the “Case Management Order”) approved by this Court; (c) be filed electronically with this Court on the docket of *In re Windstream Holdings, Inc.*, Case 19-22312 (RDD) by registered users of this Court’s electronic filing system and in accordance with the General Order M-399 (which is available on this Court’s website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **April 9, 2019, at 4:00 p.m., prevailing Eastern Time**, by (i) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors’ case website at <http://www.kccllc.net/windstream>) and (ii) any person or entity with a particularized interest in the subject matter of the Motion.

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, the Debtors shall, on or after the Objection Deadline, submit to this Court an order substantially in the form annexed as **Exhibit A** to the Motion, which order this Court may enter with no further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned

date or dates at the Hearing. The Debtors will file an agenda before the Hearing, which may modify or supplement the Motion to be heard at the Hearing.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <http://www.kccllc.net/windstream>. You may also obtain copies of any pleadings by visiting this Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: March 26, 2019
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

Cristine Pirro Schwarzman

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*)

John R. Luze (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

Proposed Counsel to the Debtors and Debtors in Possession

Hearing Date: April 16, 2019, at 10:00 a.m. (prevailing Eastern Time)
Objection Deadline: April 9, 2019, at 4:00 p.m. (prevailing Eastern Time)

Stephen E. Hessler, P.C.
Marc Kieselstein, P.C.
Cristine Pirro Schwarzman
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)
Brad Weiland (admitted *pro hac vice*)
John R. Luze (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

Proposed 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> , ¹)	
)	Case No. 19-22312 (RDD)
Debtors.)	
)	(Jointly Administered)

**DEBTORS' MOTION AUTHORIZING
THE RETENTION AND COMPENSATION OF
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Windstream Holdings, Inc. and its debtor affiliates as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") respectfully state the following in support of this motion:

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Order"), authorizing the Debtors to retain and compensate the OCPs (as defined

¹ The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, 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.

below) on a postpetition basis in accordance with the procedures set forth herein, without the need for each OCP to file formal applications for retention and compensation.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of New York has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, dated February 1, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by this Court in connection with this motion to the extent that it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

4. The bases for the relief requested herein are sections 105(a), 327, 328, 330, and 331 of the Bankruptcy Code.

Background

5. The Debtors are a leading provider of advanced network communications and technology solutions for businesses across the United States. The Debtors also offer broadband, entertainment and security solutions to consumers and small businesses primarily in rural areas in 18 states. Additionally, the Debtors supply core transport solutions on a local and long-haul fiber network spanning approximately 150,000 miles and have over 11,000 employees.

6. On February 25, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of certain facts and circumstances surrounding these chapter 11 cases is 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 1007-2 [Docket No. 27], filed on the Petition Date.

7. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 56]. The Debtors continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 12, 2019, the United States Trustee for the Southern District of New York appointed the creditors' committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 136].

The Ordinary Course Professionals

8. The Debtors employ approximately 70 law firms in the ordinary course of their businesses (such professionals, collectively, the "OCPs"). The OCPs provide services for the Debtors in a variety of legal matters unrelated to these chapter 11 cases. A nonexclusive list of the Debtors' OCPs as of the date hereof (the "OCP List") is attached hereto as **Exhibit B**. The Debtors may also seek to employ additional OCPs as necessary during the course of these chapter 11 cases, subject to the procedures set forth herein.

9. The continued employment and compensation of the OCPs is in the best interests of the Debtors' estates, their creditors, and other parties in interest. The OCPs have significant knowledge, expertise, and familiarity with the Debtors and their operations. Although the Debtors anticipate that the OCPs will wish to continue to represent the Debtors during these chapter 11 cases, many will not be in a position to do so if the Debtors cannot meet their payment obligations on a regular basis. And, without the OCPs' knowledge, expertise, and familiarity in certain matters, the Debtors undoubtedly would incur additional and unnecessary expenses in educating and retaining replacement professionals. Accordingly, the Debtors'

estates and their creditors are best served by avoiding any disruption in the professional services that are required for the day-to-day operations of the Debtors' businesses.

10. Moreover, in light of the time and expense associated with the preparation of separate retention and fee applications for professionals who will receive relatively small fees, it is impractical and inefficient for the Debtors to prepare such individual applications for each OCP. Further, individual retention and fee applications would unnecessarily burden this Court and the United States Trustee, while adding to the administrative costs of these chapter 11 cases without a corresponding benefit to the Debtors' estates. Therefore, the Debtors request that this Court grant the Debtors relief from the requirement of filing individual retention and fee applications with respect each individual OCP.

11. Although some of the OCPs may hold unsecured claims against the Debtors in connection with services rendered to the Debtors prepetition, the Debtors do not believe that any OCP holds an interest materially adverse to the Debtors, their creditors, or other parties in interest.

The OCP Procedures

12. The Debtors request that this Court approve the following procedures for retention and payment of the OCPs (the "OCP Procedures"):

- a. Within the later of (i) entry of the Order or (ii) 30 days of the date on which an OCP commences work for the Debtors, such OCP shall cause a declaration of disinterestedness, substantially in the form annexed as **Exhibit 1** to the Order (each, a "Declaration of Disinterestedness"), to be filed with this Court and served upon: (i) Windstream Holdings, Inc., 4001 North Rodney Parham Road, Little Rock, Arkansas 72212, Attn: Kristi M. Moody; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Stephen E. Hessler, P.C., and Kirkland & Ellis LLP 300 North LaSalle, Chicago, Illinois 60654, Attn: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze; (iii) counsel to the DIP Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Natasha Tsiouris; (iv) the United States Trustee for the Southern

District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Paul K. Schwartzberg and Serene Nakano; (v) counsel to the Official Committee of Unsecured Creditors, Morrison & Foerster LLP, 250 West 55th Street, New York, New York 10019, Attn.: Lorenzo Marinuzzi, Brett H. Miller, Todd M. Goren, Jennifer L. Marines, and Erica J. Richards; and (vi) to the extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”).

- b. The Notice Parties shall have until 12:00 p.m., prevailing Eastern time, on the date that is 14 days after the date of filing of each OCP’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such OCP. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within 14 days of its receipt, the matter shall be scheduled for hearing before this Court at the next regularly scheduled omnibus hearing date that is no less than 14 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of this Court.
- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtors; and (ii) compensate such OCP as set forth below.
- d. The Debtors shall be authorized to pay, without formal application to this Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Commencement Date; *provided* that while these chapter 11 cases are pending, the fees of each OCP set forth on **Exhibit B** attached hereto, excluding costs and disbursements, may not exceed \$125,000 per month on average over a rolling three month period (the “OCP Cap”).
- e. To the extent an OCP seeks compensation in excess of the OCP Cap (the “Excess Fees”), the OCP will file with this Court a Notice of Fees in Excess of the OCP Cap (the “Notice of Excess Fees”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. Interested parties shall then have 15 days to file an objection to the Notice of Excess Fees with this Court. If after 15 days no objection is filed, the Excess Fees shall be deemed approved without the need for a hearing before this Court, and the OCP may be paid

100% of its fees and 100% of its expenses without the need to file a fee application.

- f. Beginning on the quarter ending June 30, 2019, and for each quarter thereafter during which these chapter 11 cases are pending, the Debtors shall within 30 days thereof file with this Court and serve on the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the “Quarterly Statement”). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.
- g. The Debtors reserve the right to retain additional OCPs from time to time during these chapter 11 cases by: (i) including such OCPs on an amended version of the OCP List that is filed with this Court and served on the Notice Parties; and (ii) having such OCPs comply with the OCP Procedures.

13. By this motion, the Debtors are not requesting authority to pay prepetition amounts owed to OCPs.

Basis for Relief

14. Section 327 of the Bankruptcy Code requires court approval for the employment of “professional persons,” retained to represent or perform services for the estate. In determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code and, therefore, must be retained by express approval of the court, courts generally consider whether such entity is involved in the actual reorganization effort, rather than a debtor’s ongoing business operations. *See, e.g., Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional persons,’ as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtor’s estate.”). In making this determination, courts often consider the following factors in determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code:

- a. whether the entity controls, manages, administers, invests, purchases, or sells assets that are significant to the debtor's reorganization;
- b. whether the entity is involved in negotiating the terms of a plan of reorganization;
- c. whether the entity's employment is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;
- d. whether the entity is given discretion or autonomy to exercise its own professional judgment in some part of the administration of the debtor's estate;
- e. the extent of the entity's involvement in the administration of the debtor's estate; and
- f. whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

See, e.g., In re First Merchs. Acceptance Corp., Case No. 97-1500 (JJF), 1997 WL 873551, at *3 (D. Del. Dec. 15, 1997) (listing factors); *see also In re Am. Tissue, Inc.*, 331 B.R. 169, 174 (Bankr. D. Del. 2005) (applying the *First Merchs.* factors and holding that litigation consulting firm was not a "professional" for section 327 purposes); *In re Riker Indus., Inc.*, 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (not requiring section 327 of the Bankruptcy Code approval of the fees of a management and consulting firm that performed only "routine administrative functions" and whose "services were not central to [the] bankruptcy case"); *In re Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (only those professionals involved in the "administration of the debtor's estate," rather than debtor's ongoing business, require approval under section 327 of the Bankruptcy Code). The foregoing factors must be considered as a whole when determining if an entity is a "professional" within the meaning of section 327 of the Bankruptcy Code. None of the factors alone is dispositive. *See First Merchs.*, 1997 WL 873551, at *3 ("In applying these

factors, the Court stresses that no one factor is dispositive and that the factors should be weighed against each other and considered in toto.”).

15. Upon consideration of the foregoing factors, and because the OCPs will not be involved in the administration of these chapter 11 cases, the Debtors do not believe that the OCPs are “professionals” requiring formal retention proceedings under section 327 of the Bankruptcy Code. Instead, the OCPs will provide services in connection with the Debtors’ ongoing, day-to-day business operations, which services are ordinarily provided by non-bankruptcy professionals. Nevertheless, to provide clarity and an opportunity for oversight, the Debtors seek the relief requested herein to establish clear mechanisms for retention and compensation of the OCPs pursuant to the OCP Procedures and thereby avoid any subsequent controversy with respect thereto.

16. The Debtors respectfully submit that: (a) the retention of the OCPs as provided herein is reasonably necessary for the day-to-day operations of the Debtors’ businesses; (b) expenses for the OCPs will be monitored closely by the Debtors; and (c) the OCPs will not perform substantial bankruptcy-related services related to these chapter 11 cases without filing an application with this Court for separate retention as a non-ordinary course professional.

17. Moreover, in light of the number of OCPs and the significant costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient, and costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP. Therefore, the Debtors submit that it is in the best interests of all creditors and parties in interest to retain the OCPs in accordance with the OCP Procedures and

avoid any disruption in the professional services that are required for the day-to-day operation of the Debtors' business.

18. Although some of the OCPs may hold unsecured claims against the Debtors in connection with services rendered prepetition, the Debtors do not believe that any of the OCPs have an interest materially adverse to the Debtors, their creditors, or other parties in interest. In any event, the OCP Procedures include a requirement that each OCP file a Declaration of Disinterestedness before an OCP can be compensated.

19. The relief requested herein is commonly granted in this district. *See, e.g., In re Aegean Marine Petroleum Network Inc.*, Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Dec. 6, 2018) (authorizing the debtors' retention and compensation of OCPs); *In re Nine West Holdings, Inc.*, Case No. 18-10947 (SCC) (Bankr. S.D.N.Y. May 7, 2018) (same); *In re Cenveo, Inc.*, Case No. 18-22178 (RDD) (Bankr. S.D.N.Y. Mar. 8, 2018) (same); *In re 21st Century Oncology Holdings, Inc.*, Case No. 17-22770 (RDD) (Bankr. S.D.N.Y. July 19, 2017) (same); *In re Avaya Inc.*, Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. Mar. 29, 2017) (same).²

20. For the reasons set forth herein, the Debtors respectfully submit that the relief requested is in the best interest of the Debtors, their estates, creditors, stakeholders, and other parties in interest, and therefore should be granted.

Motion Practice

21. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion. Accordingly, the Debtors submit that this motion satisfies Local Rule 9013-1(a).

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

Notice

22. The Debtors have provided notice of this motion to: (a) 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) and (b) any person or entity with a particularized interest in the subject matter of this motion. The Debtors respectfully submit that no other or further notice is necessary.

No Prior Request

23. No prior request for the relief sought in this motion has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request that this Court enter an Order granting the relief requested herein and such other relief as this Court deems appropriate under the circumstances.

Dated: March 26, 2019
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

Cristine Pirro Schwarzman

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*)

John R. Luze (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

Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,¹

Debtors.

)
)
)
)
)
)
)

Chapter 11

Case No. 19-22312 (RDD)

(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), authorizing the Debtors to retain and compensate professionals utilized in the ordinary course of business, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any,

¹ The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, 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.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to retain and compensate the professionals identified on the OCP List (collectively, the “OCPs”), attached as **Exhibit B** to the Motion, in the ordinary course of business, pursuant to the following OCP Procedures:

- a. Within the later of (i) entry of the Order or (ii) 30 days of the date on which an OCP commences work for the Debtor, such OCP shall cause a declaration of disinterestedness, substantially in the form annexed as **Exhibit 1** to the Order (each, a “Declaration of Disinterestedness”), to be filed with this Court and served upon: (i) Windstream Holdings, Inc., 4001 North Rodney Parham Road, Little Rock, Arkansas 72212, Attn: Kristi M. Moody; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Stephen E. Hessler, P.C.; Kirkland & Ellis LLP 300 North LaSalle, Chicago, Illinois 60654, Attn: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze; (iii) counsel to the DIP Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Natasha Tsiouris (iv) the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Paul K. Schwartzberg and Serene Nakano; (v) counsel to the Official Committee of Unsecured Creditors, Morrison & Foerster LLP, 250 West 55th Street, New York, New York 10019, Attn.: Lorenzo Marinuzzi, Brett H. Miller, Todd M. Goren, Jennifer L. Marines, and Erica J. Richards; and (vi) to the extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”).
- b. The Notice Parties shall have 14 days after the date of filing of each OCP’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such OCP. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within 14 days of its receipt, the matter shall be scheduled for hearing before this Court at the next regularly scheduled omnibus hearing date that is no less than 14 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be

authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of this Court.

- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, The Debtors shall be authorized to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtors; and (ii) compensate such OCP as set forth below.
- d. The Debtors shall be authorized to pay, without formal application to this Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Commencement Date; *provided* that while these chapter 11 cases are pending, the fees of each OCP set forth on **Exhibit B** attached to the Motion, excluding costs and disbursements, may not exceed \$125,000 per month on average over a rolling three month period (the “OCP Cap”).
- e. To the extent an OCP seeks compensation in excess of the applicable OCP Cap (the “Excess Fees”), the OCP file with this Court a Notice of Fees in Excess of the OCP Cap (the “Notice of Excess Fees”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. Interested parties shall then have 15 days to file an objection to the Notice of Excess Fees with this Court. If after 15 days no objection is filed, the Excess Fees shall be deemed approved, and the OCP may be paid 100% of its fees and 100% of its expenses without the need to file a fee application.
- f. Beginning on the quarter ending June 30, 2019, and for each quarter thereafter during which these chapter 11 cases are pending, the Debtors shall within 30 days thereof file with the Court and serve on the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the “Quarterly Statement”). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.
- g. The Debtors reserve the right to retain additional OCPs from time to time during these chapter 11 cases by: (i) including such OCPs on an amended version of the OCP List that is filed with this Court and served on the Notice Parties; and (ii) having such OCPs comply with the OCP Procedures.

3. The Debtors are authorized to supplement the OCP List as necessary to add or remove OCPs, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added OCPs. In such event, the Debtors shall file the amended OCP List with this Court and serve such list on the Notice Parties. Each additional OCP listed in the OCP List shall file with this Court and serve a Declaration of Disinterestedness on the Notice Parties as provided in the OCP Procedures. If no objections are filed within 14 days to any such additional OCP's Declaration of Disinterestedness, then retention of such OCPs shall be deemed approved by this Court pursuant to this Order without a hearing or further order.

4. Nothing contained herein shall affect the Debtors' or any appropriate party in interest's ability to dispute any invoice submitted by an OCP, and nothing contained herein shall preclude the Debtors from seeking authority to pay any OCP in an amount greater than the applicable OCP Cap, subject to the rights of any party in interest to oppose any such request.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

6. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

7. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

8. Notwithstanding anything to the contrary contained herein, any payment made or action taken by any of the Debtors pursuant to the authority granted herein, as well as the exercise of any and all other rights granted or approved hereunder, shall be subject to the

requirements imposed on the Debtors under any orders of this Court approving any debtor-in-possession financing for, or any use of cash collateral by, the Debtors (such order, the “DIP Order”) and any budget in connection therewith. Notwithstanding anything to the contrary in this Order, in the event of any inconsistency between the terms of this Order and the terms of any applicable DIP Order, the terms of the DIP Order shall govern.

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

10. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

White Plains, New York
Dated: _____, 2019

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Declaration of Disinterestedness

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,¹

Debtors.

)
)
)
)
)
)
)

Chapter 11

Case No. 19-22312 (RDD)

(Jointly Administered)

**DECLARATION OF DISINTERESTEDNESS OF
[ENTITY] PURSUANT TO THE ORDER
AUTHORIZING THE RETENTION AND COMPENSATION OF
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, [NAME], declare under penalty of perjury:

1. I am a [POSITION] of [ENTITY], located at [STREET, CITY, STATE, ZIP CODE] (the “Firm”).

2. Windstream Holdings, Inc. and the other above-captioned debtors and debtors in possession (collectively, the “Debtors”), has requested that the Firm provide [SPECIFIC DESCRIPTION] services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in the Debtors’ chapter 11 cases. The Firm, however, does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

¹ The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, 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.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.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, officer, [etc.] of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, officer, [etc.] of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or its estates with respect to the matter(s) upon which the Firm is to be employed.

7. The Debtors owe the Firm \$[] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101–1532.

8. As of the Commencement Date, which was the date on which the Debtors commenced these chapter 11 cases, the Firm [was/was not] party to an agreement for indemnification with certain of the debtor entities. [A copy of such agreement is attached as **Exhibit 1** to this Declaration.]

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

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

Date: _____, 2019

[DECLARANT'S NAME]

Exhibit B

Ordinary Court Professionals

Ordinary Course Professionals

NAME	ADDRESS	TYPE OF SERVICE
ALSTON & BIRD	ONE ATLANTIC CENTER 1201 W PEACHTREE ST SUITE 4900 ATLANTA, GA 30309	LEGAL SERVICES - UNCLAIMED PROPERTY
ANDERSON MORI & TOMOTSUNE	OTEMACHI PARK BUILDING 1-1-1 OTEMACHI, CHIYODA-KU TOKYO 100-8136 JAPAN	LEGAL SERVICES - INTERNATIONAL
BAILEY CAVALIERI LLC	ONE COLUMBUS 10 WEST BROAD STREET SUITE 2100 COLUMBUS, OH 43215	LEGAL SERVICES - REGULATORY
BAKER & HOSTETLER	KEY TOWER 127 PUBLIC SQUARE SUITE 2000 CLEVELAND, OH 44114-1214 ATTN: BREADEN DOUTHETT	LEGAL SERVICES - LITIGATION DEFENSE
BANKER LOPEZ GASSLER	360 CENTRAL AVENUE SUITE 700 ST. PETERSBURG, FL 33701 ATTN: JEFFREY WINKLER	LEGAL SERVICES - LITIGATION DEFENSE
BOND SCHOENECK & KING PLLC	ONE LINCOLN CENTER 110 WEST FAYETTE ST. SYRACUSE, NY 13202-1355 ATTN: BRIAN BUTLER	LEGAL SERVICES - CHANNEL PARTNERS/COMMISSIONS
BONDURANT MIXSON & ELMORE LLP	1201 WEST PEACHTREE STREET NW SUITE 3900 ATLANTA, GA 30309-3417 ATTN: FRANK LOWREY	LEGAL SERVICES - LITIGATION DEFENSE
BRADLEY ARANT BOULT CUMMINGS LLP	HEARST TOWER 214 NORTH TRYON STREET SUITE 3700 CHARLOTTE, NC 28202 ATTN: BRIDGET WARREN	LEGAL SERVICES - LITIGATION DEFENSE
BRANN & ISAACSON	184 MAIN STREET FOURTH FLOOR P.O. BOX 3070 LEWISTON, ME 04243-3070	LEGAL SERVICES - TAX COUNSEL

NAME	ADDRESS	TYPE OF SERVICE
BROWN WINICK ATTORNEYS AT LAW	666 GRAND AVENUE SUITE 2000 DES MOINES, IA 50309 ATTN: DAVID LYNCH	LEGAL SERVICES - LITIGATION DEFENSE
BRUNING LAW GROUP	1201 LINCOLN MALL SUITE 100 LINCOLN, NE 68508 ATTN: BLAKE JOHNSON	LEGAL SERVICES - EASEMENT
BURGES SALMON LLP	6 NEW STREET SQUARE LONDON EC4A 3BF UNITED KINGDOM	LEGAL SERVICES - INTERNATIONAL
BURNS, DAY & PRESNESS, P.A.	2626 GLENWOOD AVENUE SUITE 560 RALEIGH, NC 27608	LEGAL SERVICES - REGULATORY
COMEAU, MALDEGAN, TEMPLEMAN & INDALL, L.L.P.	141 EAST PALACE AVE SANTA FE, NM 87501 ATTN: CHRISTIE MORROW	LEGAL SERVICES - LITIGATION DEFENSE
COZEN O'CONNOR	45 BROADWAY 16TH FLR. NEW YORK, NY 10006 ATTN: ALISON BERSON	LEGAL SERVICES - LITIGATION DEFENSE
DAVIS WRIGHT TREMAINE, LLP	920 FIFTH AVENUE SUITE 3300 SEATTLE, WA 98104-1610	LEGAL SERVICES - LITIGATION DEFENSE
ELLIS & WINTERS LLP	4131 PARKLAKE AVENUE, SUITE 400 RALEIGH, NC 27612 ATTN: JEREMY FALCONE	LEGAL SERVICES - LITIGATION DEFENSE
FASKEN MARTINEAU DUMOULIN LLP	BAY ADELAIDE CENTRE333 BAY STREETSTE 2400TORONTO, ON M5H 2T6	LEGAL SERVICES - INTERNATIONAL AND REGULATORY
FLASTER/GREENBERG	COMMERCE CENTER 1810 CHAPEL AVENUE WEST FLOOR 3 CHERRY HILL, NJ 08002-4609 ATTN: DONNA URBAN	LEGAL SERVICES - CONTRACTOR DISPUTE

NAME	ADDRESS	TYPE OF SERVICE
GARRIGUES (CFA ADVOGADOS)	475 FIFTH AVENUE, 22ND FLOOR NEW YORK, NY 10017 HERMOSILLA, 3 MADRID 28001 SPAIN	LEGAL SERVICES - INTERNATIONAL
GEORGE M. BARNETT, ATTORNEY AT LAW	431 GUNTER AVENUE GUNTERSVILLE, AL 35976	LEGAL SERVICES - LITIGATION DEFENSE
GOODMANS LLP	BAY ADELAIDE CENTRE - WEST TOWER 333 BAY ST SUITE 3400 TORONTO, ON M5H 2S7 ATTN: SUSAN GARVIE	LEGAL SERVICES - EMPLOYMENT MATTERS
GOSS SAMFORD PLLC	2365 HARRODSBURG ROAD SUITE B325 LEXINGTON, KY 40504	LEGAL SERVICES - REGULATORY
GREENBERG TRAUIG, LLP	1200 17TH STREET SUITE 2400 DENVER, CO 80202 ATTN: JENNIFER WEDDLE	LEGAL SERVICES - LITIGATION DEFENSE
HAGE & HAGE LLC	283 GENESEE STREET UTICA, NY 13501 ATTN: J.K. HAGE	LEGAL SERVICES - REGULATORY
HANGLEY ARONCHICK SEGAL PUDLIN SCHILLER	ONE LOGAN SQUARE 27TH FLOOR PHILADELPHIA, PA 19103 ATTN: JASON LEVINE	LEGAL SERVICES - LITIGATION DEFENSE
HARRIS, WILTSHIRE & GRANNIS, LLP	1919 M STREET NW 8TH FLOOR WASHINGTON, DC 20036	LEGAL SERVICES - REGULATORY
HARTER SECREST AND EMERY LLP	1600 BAUSCH & LOMB PLACE ROCHESTER, NY 14604-2711 ATTN: PAUL GREENE	LEGAL SERVICES - CHANNEL PARTNERS/COMMISSIONS
HOWSE WILLIAMS BOWERS	27/F ALEXANDRA HOUSE 18 CHATER ROAD CENTRAL, HONG KONG SAR	LEGAL SERVICES - INTERNATIONAL
HYDE & HYDE LLC	PO BOX 605 EVERGREEN, AL 36401 ATTN: CLINTON HYDE	LEGAL SERVICES - LITIGATION DEFENSE

NAME	ADDRESS	TYPE OF SERVICE
JACKSON LEWIS LLP	15 SOUTH MAIN STREET SUITE 700 GREENVILLE, SC 29601 ATTN: STEPHANIE LEWIS	LEGAL SERVICES - EMPLOYMENT MATTERS
JENNER & BLOCK	353 N. CLARK STREET CHICAGO, IL 60654-3456	LEGAL SERVICES - CORPORATE AND LITIGATION DEFENSE
KEEFER WOOD ALLEN & RAHAL LLP	417 WALNUT STREET HARRISBURG, PA 17101-1797	LEGAL SERVICES - TAX COUNSEL
KENNEDY VAN DER LAAN	MOLENWERF 16 1014 BG AMSTERDAM POSTBUS 58188, 1040 HD AMSTERDAM	LEGAL SERVICES - INTERNATIONAL
KUTAK ROCK LLP	2300 MAIN STREET, SUITE 800 KANSAS CITY, MO 64108-2432 ATTN: JULIET COX	LEGAL SERVICES - REGULATORY
LAKATOS, KÖVES AND PARTNERS	MADÁCH TRADE CENTER H-1075 BUDAPEST MADÁCH IMRE ÚT 14. HUNGARY	LEGAL SERVICES - INTERNATIONAL
LANE POWELL PC	1420 FIFTH AVENUE SUITE 4200 SEATTLE, WA 98101-2375	LEGAL SERVICES - TAX COUNSEL
LATHAM & WATKINS LLP	885 THIRD AVENUESUITE 1000NEW YORK, NY 10022	LEGAL SERVICES - REGULATORY
LAW OFFICE OF JOAN S. BURKE	JOAN S BURKE 1650 N FIRST AVENUE PHOENIX, AZ 85003	LEGAL SERVICES - REGULATORY
LEWIS THOMASON KING KRIEG & WALDROP PC	ONE CENTRE SQUARE, FIFTH FLOOR 620 MARKET STREET KNOXVILLE, TN 37902 ATTN: MARY ANN STACKHOUSE	LEGAL SERVICES - LITIGATION DEFENSE
LW DORITY CONSULTING, LLC	101 MADISON SUITE 400 JEFFERSON CITY, MO 65101	LEGAL SERVICES - REGULATORY
MAZANEC, RASKIN & RYDER CO LPA	230 LEXINGTON GREEN CIRCLE, SUITE 605 LEXINGTON, KY 40503 ATTN: CASEY STANSBURY	LEGAL SERVICES - LITIGATION DEFENSE

NAME	ADDRESS	TYPE OF SERVICE
MCANANY, VAN CLEAVE & PHILLIPS, PA	10 E CAMBRIDGE CIRCLE DR. KANSAS CITY, MO 66103 ATTN: BYRON BOWLES	LEGAL SERVICES - LITIGATION DEFENSE
MCMICKLE KUREY & BRANCH LLP	217 ROSWELL STREET SUITE 200 ALPHARETTA, GA 30009 ATTN: ZACH MATTHEWS	LEGAL SERVICES - LITIGATION DEFENSE
MCNEES WALLACE & NURICK LLC	100 PINE STREET HARRISBURG, PA 17101	LEGAL SERVICES - TAX COUNSEL
NIXON PEABODY LLP	EXCHANGE PLACE 53 STATE STREET BOSTON, MA 02109-2835 ATTN: WILLIAM CODINHA	LEGAL SERVICES - LITIGATION DEFENSE
NOERR LLP	CHARLOTTENSTRAÙE 57 BERLIN 10117 GERMANY 885 THIRD AVENUE, SUITE 2610 NEW YORK, NY 10022	LEGAL SERVICES - INTERNATIONAL
NORTON ROSE FULBRIGHT US LLP	2200 ROSS AVENUE SUITE 3600 DALLAS, TX 75201-7932 ATTN: RICHARD KRUMHOLZ	LEGAL SERVICES - LITIGATION DEFENSE
NYEMASTER GOODE WEST HANSELL & O'BRIEN	625 FIRST STREET SE CEDAR RAPIDS, IA 52401 ATTN: RICHARD SAPP	LEGAL SERVICES - LITIGATION DEFENSE
OGLETREE DEAKINS	ONE BOSTON PLACE SUITE 3500 201 WASHINGTON STREET BOSTON, MA 02108 ATTN: NEIL MCKITTRICK	LEGAL SERVICES - UNIONS
PORZIO, BROMBERG & NEWMAN, P.C.	100 SOUTHGATE PARKWAY MORRISTOWN, NJ 07962 ATTN: GARY FELLNER	LEGAL SERVICES - CONTRACTS
REEVES AMODIO, LLC	500 L STREET SUITE 300 ANCHORAGE, AK 99501	LEGAL SERVICES - REGULATORY
REGITZMAUCK PLLC	1700 PACIFIC AVENUE SUITE 2610 DALLAS, TX 75201	LEGAL SERVICES - INTELLECTUAL PROPERTY

NAME	ADDRESS	TYPE OF SERVICE
RODEY DICKASON SLOAN AKIN & ROBB PA	201 3RD STREET NW, SUITE 2200 ALBUQUERQUE, NM 87102 ATTN: JEFF CROASDELL	LEGAL SERVICES - LITIGATION DEFENSE
ROGERS & HARDIN LLP	2700 INTL TOWER 229 PEACHTREE ST NE ATLANTA, GA 30301-1601 ATTN: JOSHUA GUNNERMAN	LEGAL SERVICES - SHAREHOLDER LITIGATION
SEMMES, BOWEN & SEMMES	25 S. CHARLES STREET SUITE 1400 BALTIMORE, MD 21201	LEGAL SERVICES - LITIGATION DEFENSE
SKADDEN ARPS SLATE MEAGHER & FLOM LLP	ONE RODNEY SQUARE 920 N. KING STREETWILMINGTON, DE 19801ATTN: RONALD BROWN	LEGAL SERVICES - SHAREHOLDER LITIGATION
STITES & HARBISON	421 WEST MAIN STREET P.O. BOX 634 FRANKFORT, KY 40602-0634	LEGAL SERVICES - REGULATORY
STRICKLAND, BROCKINGTON, LEWIS, LLP	MIDTOWN PROSCENIUM SUITE 2200 1170 PEACHTREE STREET NE ATLANTA, GA 30309-7200	LEGAL SERVICES - GOVERNMENT AND LITIGATION DEFENSE
THE GALLEGOS LAW OFFICES, P.C.	116 14TH ST SW ALBUQUERQUE, NM 87102 ATTN: RUBEN GALLEGOS	LEGAL SERVICES - LITIGATION DEFENSE
THOMAS, NIESEN & THOMAS, LLC	212 LOCUST STREET STE 302 HARRISBURG, PA 17101 ATTN: CHARLES THOMAS	LEGAL SERVICES - REGULATORY
THOMPSON HINE LLP	312 WALNUT STREET 14TH FLOOR CINCINNATI, OH 45202-4089 ATTN: TIM BROWN	LEGAL SERVICES - EMPLOYMENT MATTERS
TREADAWAY BOLLINGER LLC	406 NORTH FLORIDA STREET SUITE 2 COVINGTON, LA 70433 ATTN: BRETT BOLLINGER	LEGAL SERVICES - CONTRACTS
TRUSSELL, FUNDERBURG, REA & BELL PC	1905 FIRST AVENUE SOUTH PELL CITY, AL 35125 ATTN: LANCE BELL	LEGAL SERVICES - LITIGATION DEFENSE

NAME	ADDRESS	TYPE OF SERVICE
VINSON & ELKINS, LLP	TRAMMELL CROW CENTER 2001 ROSS AVENUE SUITE 3900 DALLAS, TX 75201 ATTN: LORNA CASILLAS	LEGAL SERVICES - LITIGATION DEFENSE
WHITE ARNOLD & DOWD PC	2025 THIRD AVENUE NORTH SUITE 500 BIRMINGHAM, AL 35203 ATTN: CHAMBERS WALLER	LEGAL SERVICES - LITIGATION DEFENSE
WILEY REIN LLP	1776 K STREET NW WASHINGTON, DC 20006	LEGAL SERVICES - INTERNATIONAL
WILKERSON & BRYAN	405 SOUTH HULL STREET MONTGOMERY, AL 36104	LEGAL SERVICES - CORPORATE AND REGULATORY
WRIGHT, LINDSEY & JENNINGS, LLP	200 WEST CAPITOL AVENUE SUITE 2300 LITTLE ROCK, AR 72201-3699 ATTN: GARY MARTS	LEGAL SERVICES - SHAREHOLDER LITIGATION