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*Counsel to the Debtors and Debtors in Possession*

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)

) Case No. 19-22312 (RDD)

) (Jointly Administered)  
)

**FIRST MONTHLY FEE STATEMENT OF KIRKLAND & ELLIS LLP AND  
KIRKLAND & ELLIS INTERNATIONAL LLP FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO  
THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM  
FEBRUARY 25, 2019 THROUGH MARCH 31, 2019**

<b>Name of Applicant:</b>	Kirkland & Ellis LP	
<b>Applicant's Role in Case:</b>	Counsel To Windstream Holdings, Inc., <i>et al.</i> ,	
<b>Date Order of Employment Signed:</b>	April 22, 2019 [Docket No. 368]	
<b>Time period covered by this statement:</b>	<b>Beginning of Period</b>	<b>End of Period<sup>2</sup></b>
	February 25, 2019	March 31, 2019

<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.

<sup>2</sup> This statement consists of fees and expenses from February 25, 2019, through March 31, 2019.



Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$2,523,619.20 (80% of \$3,154,524.00)
Total expenses requested in this statement:	\$438,018.19
Total fees and expenses requested in this statement:	\$2,961,637.39
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to sections 327, 330, and 331 of chapter 11 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 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), 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*, dated April 22, 2019 [Docket No. 368] (the “Retention Order”), and 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”), Kirkland & Ellis LLP and Kirkland and Ellis International LLP (together, “K&E”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From February 25, 2019 Through March 31, 2019* (this “Fee Statement”).<sup>3</sup> Specifically, K&E seeks (i) interim allowance of \$2,961,637.39 for the reasonable compensation for actual, necessary legal services that K&E rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$2,523,619.20 which is equal to 80% of the total amount of reasonable compensation

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<sup>3</sup> The period from February 25, 2019, through and including March 31, 2019, is referred to herein as the “Fee Period.”

for actual, necessary legal services that K&E incurred in connection with such services during the Fee Period (i.e. \$3,154,524.00); (iii) allowance and payment of \$438,018.19 for the actual, necessary expenses that K&E incurred in connection with such services during the fee Period.<sup>4</sup>

**Itemization of Services Rendered and Disbursements Incurred**

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$3,154,524.00 in fees during the Fee Period. Pursuant to this Fee Statement, K&E seeks reimbursement for 80% of such fees (\$2,523,619.20 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of K&E professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$946.34.<sup>5</sup> The blended hourly billing rate of all paraprofessionals is \$331.75.<sup>6</sup>

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which K&E is seeking

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<sup>4</sup> K&E voluntarily reduced its fees by \$128,768.50 and its expenses by \$10,964.55 in the Fee Period (as defined herein). Consequently, K&E does not seek payment of these fees and expenses in this Fee Statement (as defined herein).

<sup>5</sup> The blended hourly billing rate of \$946.34 for attorneys is derived by dividing the total fees for attorneys of \$2,947,178.50 by the total hours of 3,114.30 for those same attorneys.

<sup>6</sup> The blended hourly billing rate of \$331.75 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$207,345.50 by the total hours of 625.00 for these same paraprofessionals.

payment in this Fee Statement. All of these disbursements comprise the requested sum for K&E's out-of-pocket expenses, which total \$438,018.19.

4. Attached hereto as **Exhibit D** are the time records of K&E, which provide a daily summary of the time spent by each K&E professional during the Fee Period as well as an itemization of expenses by project category.

**Notice**

5. The Debtors will provide notice of this Fee Statement in accordance with the Interim Compensation Order. The Debtors submit that no other or further notice be given.

*[Remainder of page intentionally left blank.]*

WHEREFORE, K&E, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$2,961,637.39 for the reasonable and necessary legal services that K&E rendered to the Debtors during the Fee Period, (ii) compensation in the amount of \$2,523,619.20 which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that K&E rendered to the Debtors (i.e. \$3,154,524.00); and, (iii) allowance and payment of \$438,018.19 for the actual and necessary expenses that K&E incurred in connection with such services during the Fee Period.

Dated: May 15, 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**

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- and -

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*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**Statement of Fees and Expenses By Project Category**

MATTER NUMBER	MATTER DESCRIPTION	HOURS	FEES	EXPENSES	TOTAL AMOUNT OF FEES AND EXPENSES
6	Chapter 11 Filing	414.60	\$302,007.00	\$0.00	\$302,007.00
7	Adversary Proceedings, Contested Matters	251.10	\$250,070.00	\$0.00	\$250,070.00
8	Automatic Stay Matters	140.10	\$119,663.00	\$0.00	\$119,663.00
9	US Trustee Issues and Communications	34.80	\$29,721.00	\$0.00	\$29,721.00
10	Business Operations	141.10	\$178,957.50	\$0.00	\$178,957.50
11	Case Administration	75.90	\$42,657.00	\$0.00	\$42,657.00
12	Cash Collateral/Cash Mgmt/DIP Fin.	565.00	\$522,567.50	\$0.00	\$522,567.50
13	Claims Administration and Objections	22.40	\$15,530.00	\$0.00	\$15,530.00
14	Corporate and Securities Matters	260.40	\$239,287.00	\$0.00	\$239,287.00
15	Creditor and Stakeholder Communications	56.50	\$68,395.00	\$0.00	\$68,395.00
16	Creditors' Committee Matters	47.10	\$56,164.50	\$0.00	\$56,164.50
17	Employee and Labor Matters	92.70	\$109,352.00	\$0.00	\$109,352.00
18	Executory Contracts and Unexpired Leases	365.40	\$284,521.00	\$0.00	\$284,521.00
19	Hearings	52.30	\$55,617.00	\$0.00	\$55,617.00
20	Insurance Matters	17.60	\$14,818.00	\$0.00	\$14,818.00
21	Investigation of Potential Claims	98.00	\$98,239.50	\$0.00	\$98,239.50
22	Plan/Disclosure Statement/Confirmation	58.70	\$60,178.50	\$0.00	\$60,178.50
24	K&E Retention and Fee Matters	406.30	\$190,000.50	\$0.00	\$190,000.50
25	Non-K&E Retention and Fee Matters	133.10	\$100,907.00	\$0.00	\$100,907.00
26	Schedules and Statements	7.70	\$4,087.50	\$0.00	\$4,087.50
27	Tax Matters	37.10	\$35,327.50	\$0.00	\$35,327.50
28	Travel	70.80	\$74,630.50	\$0.00	\$74,630.50
29	Use, Sale, and Lease of Property	20.10	\$17,861.00	\$0.00	\$17,861.00
30	Utilities	61.10	\$40,605.50	\$0.00	\$40,605.50
31	Vendor Matters	309.40	\$243,359.00	\$0.00	\$243,359.00
32	Expenses	0.00	\$0.00	\$438,018.19	\$438,018.19
<b>Totals</b>		<b>3,739.30</b>	<b>\$3,154,524.00</b>	<b>\$438,018.19</b>	<b>\$3,592,542.19</b>

**Exhibit B**

**Attorneys' and Paraprofessionals' Information**



The K&E attorneys who rendered professional services in these cases during the Fee Period are:

ATTORNEY	POSITION WITH THE APPLICANT	YEAR ADMITTED	DEPARTMENT	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Spencer Caldwell-McMillan	Associate	Pending	Restructuring	\$595.00	67.40	\$40,103.00
Sara Cannon	Associate	2014	Litigation	\$795.00	0.20	\$159.00
Neda Davanipour	Associate	Pending	Restructuring	\$705.00	282.00	\$198,810.00
Tim Dondanville	Associate	2016	Real Estate	\$805.00	1.80	\$1,449.00
Jackie Duhl	Associate	2019	Restructuring	\$595.00	46.50	\$27,667.50
Cassandra E. Fenton	Associate	2017	Litigation	\$695.00	48.40	\$33,638.00
Emily Anna Flynn	Associate	2018	Restructuring	\$595.00	45.00	\$26,775.00
Stephen Ford	Associate	Pending	Restructuring	\$595.00	77.00	\$45,815.00
Gene S. Goldmintz	Associate	2016	Restructuring	\$920.00	155.80	\$143,336.00
Alex Hevia	Associate	2017	Restructuring	\$595.00	39.30	\$23,383.50
Heidi Hockberger	Associate	2017	Restructuring	\$705.00	11.30	\$7,966.50
Thuy Huynh	Associate	2018	Corporate	\$705.00	52.60	\$37,083.00
George Klidonas	Associate	2007	Restructuring	\$1,045.00	40.70	\$42,531.50
John R. Luze	Associate	2013	Restructuring	\$995.00	243.30	\$242,083.50
Allison McDonald	Associate	2013	Litigation	\$995.00	20.60	\$20,497.00
Malhar Naik	Associate	2016	Executive Compensation	\$920.00	4.00	\$3,680.00
Thomas P. O'Connor	Associate	2016	Real Estate	\$920.00	0.60	\$552.00
Francis Petrie	Associate	2017	Restructuring	\$705.00	111.00	\$78,255.00
Andrew Polansky	Associate	2018	Restructuring	\$595.00	54.80	\$32,606.00
Preeta D. Reddy	Associate	2016	Technology & IP Transactions	\$920.00	4.50	\$4,140.00
P. Paul Rezvani	Associate	2013	Corporate	\$1,045.00	50.80	\$53,086.00
Joseph Sanderson	Associate	2015	Litigation	\$885.00	3.20	\$2,832.00
Tommy Scheffer	Associate	Pending	Restructuring	\$595.00	185.00	\$110,075.00
Reed T. Schuster	Associate	2011	Corporate	\$995.00	1.60	\$1,592.00
Daniel R. Schwartz	Associate	2016	Litigation	\$885.00	60.40	\$53,454.00
Rohit Sengupta	Associate	2017	Corporate	\$805.00	20.30	\$16,341.50
Trudy Smith	Associate	2016	Restructuring	\$705.00	171.30	\$120,766.50
Taro Tan	Associate	Pending	Corporate	\$595.00	33.80	\$20,111.00
Nacif Taousse	Associate	Pending	Restructuring	\$705.00	94.60	\$66,693.00

ATTORNEY	POSITION WITH THE APPLICANT	YEAR ADMITTED	DEPARTMENT	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Elizabeth Thorne	Associate	2017	Corporate	\$805.00	89.00	\$71,645.00
Cora J. Walker	Associate	2017	Corporate	\$805.00	1.50	\$1,207.50
Alex Warso	Associate	2016	Restructuring	\$595.00	4.70	\$2,796.50
Nicholas Warther	Associate	2017	Taxation	\$870.00	14.10	\$12,267.00
Jack N. Bernstein	Of Counsel	1995	Employee Benefits	\$1,315.00	8.50	\$11,177.50
Joseph U. Schorer	Of Counsel	1978	Corporate	\$1,325.00	0.30	\$397.50
Richard B. Aftanas, P.C.	Partner	1995	Corporate	\$1,545.00	11.10	\$17,149.50
Kate Coverdale	Partner	2010	Executive Compensation	\$1,090.00	18.50	\$20,165.00
Tim Cruickshank	Partner	2011	Corporate	\$1,245.00	49.80	\$62,001.00
Joshua Faulkner	Partner	2011	Real Estate	\$1,090.00	5.00	\$5,450.00
Brian Ford, P.C.	Partner	2006	Corporate e	\$1,275.00	55.10	\$70,252.50
Yates French	Partner	2008	Litigation	\$1,120.00	99.40	\$111,328.00
Richard C. Godfrey, P.C.	Partner	1979	Litigation	\$1,585.00	0.70	\$1,109.50
Susan D. Golden	Partner	1988	Restructuring	\$1,135.00	32.50	\$36,887.50
Scott J. Gordon	Partner	1994	Corporate	\$1,595.00	2.70	\$4,306.50
Erik Hepler	Partner	1990	Corporate	\$1,365.00	2.00	\$2,730.00
Stephen E. Hessler, P.C.	Partner	2002	Restructuring	\$1,565.00	123.30	\$192,964.50
Richard U. S. Howell	Partner	2006	Litigation	\$1,160.00	138.70	\$160,892.00
Chad J. Husnick, P.C.	Partner	2004	Restructuring	\$1,515.00	0.70	\$1,060.50
Vladimir Khodosh	Partner	2002	Technology & IP Transactions	\$1,210.00	1.00	\$1,210.00
Marc Kieselstein, P.C.	Partner	1988	Restructuring	\$1,565.00	29.20	\$45,698.00
Ross M. Kwastieniet, P.C.	Partner	2002	Restructuring	\$1,515.00	149.80	\$226,947.00
Aaron Marks, P.C.	Partner	1994	Litigation	\$1,410.00	8.20	\$11,562.00
Daniel Perlman, P.C.	Partner	1985	Real Estate	\$1,495.00	0.80	\$1,196.00
Cristine Pirro	Partner	2011	Restructuring	\$1,135.00	83.70	\$94,999.50
Scott D. Price, P.C.	Partner	1991	Executive Compensation	\$1,595.00	29.90	\$47,690.50
David A. Rosenberg, P.C.	Partner	2005	Real Estate	\$1,375.00	0.50	\$687.50

ATTORNEY	POSITION WITH THE APPLICANT	YEAR ADMITTED	DEPARTMENT	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Anthony Vincenzo Sexton	Partner	2011	Taxation	\$1,185.00	14.90	\$17,656.50
Ravi Subramanian Shankar	Partner	2011	Litigation	\$1,025.00	25.80	\$26,445.00
Ian C. Spain	Partner	2012	Litigation	\$1,025.00	2.10	\$2,152.50
Brad Weiland	Partner	2008	Restructuring	\$1,255.00	183.00	\$229,665.00
<b>TOTALS FOR ATTORNEYS</b>					<b>3,114.30</b>	<b>\$2,947,178.50</b>

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

PARAPROFESSIONAL	POSITION WITH THE APPLICANT	NUMBER OF YEARS IN THAT POSITION	DEPARTMENT	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Tiffany Lang Chau	Junior Paralegal	< 1 year	Corporate	\$245.00	0.30	\$73.50
Alonso Gerbaud	Junior Paralegal	< 1 year	Litigation	\$265.00	3.00	\$795.00
Katie Kane	Junior Paralegal	1 year	Restructuring	\$265.00	12.90	\$3,418.50
Alec Klimowicz	Junior Paralegal	< 1 year	Litigation	\$265.00	5.10	\$1,351.50
Dan Varn	Junior Paralegal	3 years	Restructuring	\$265.00	10.70	\$2,835.50
Daniel Weil	Junior Paralegal	< 1 year	Corporate	\$265.00	2.50	\$662.50
Anthony Abate	Paralegal	3 years	Restructuring	\$325.00	46.90	\$15,242.50
Ryan Besaw	Paralegal	3 years	Restructuring	\$325.00	4.80	\$1,560.00
Joseph A. Correia	Paralegal	18 years	Corporate	\$430.00	4.00	\$1,720.00
Junelia Edwards	Paralegal	7 years	Litigation	\$325.00	0.90	\$292.50
Julia R. Foster	Paralegal	4 years	Restructuring	\$325.00	2.50	\$812.50
Cecilia Hanlin	Paralegal	5 years	Corporate	\$325.00	1.20	\$390.00
Hannah Kupsky	Paralegal	3 years	Restructuring	\$325.00	48.60	\$15,795.00
Amanda Mitchell	Paralegal	7 years	Litigation	\$360.00	1.90	\$684.00
Carrie Therese Oppenheim	Paralegal	11 years	Restructuring	\$430.00	77.50	\$33,325.00
Robert Orren	Paralegal	11 years	Restructuring	\$430.00	19.00	\$8,170.00
Renee M. Prescan	Paralegal	17 years	Technology & IP Transactions	\$430.00	19.60	\$8,428.00
Ryan Rouleau	Paralegal	2 years	Corporate	\$325.00	16.40	\$5,330.00
Sven Soderberg	Paralegal	14 years	Corporate	\$430.00	56.10	\$24,123.00
Logan Taylor Wiggins	Paralegal	4 years	Litigation	\$360.00	38.80	\$13,968.00
Alli Beckett	Conflicts Coordinator	6 years	Conflicts Analysis	\$295.00	12.00	\$3,540.00
Roman Bielski	Trial Technology Specialist	15 years	Litigation	\$375.00	10.00	\$3,750.00
Michael Y. Chan	Conflicts Analyst	2 years	Conflicts Analysis	\$255.00	58.50	\$14,917.50
Anna Jirschele	Conflicts Analyst	1 year	Conflicts Analysis	\$255.00	1.00	\$255.00
Samuel Miller	Conflicts Analyst	1 year	Conflicts Analysis	\$230.00	73.00	\$16,790.00
Eric Nyberg	Conflicts Analyst	1 year	Conflicts Analysis	\$255.00	58.50	\$14,917.50
Kenneth Sampson	Conflicts Analyst	8 years	Conflicts Analysis	\$380.00	11.00	\$4,180.00

Josh Urban	Trial Technology Specialist	6 years	Litigation	\$375.00	6.20	\$2,325.00
Amy Zayed	Conflicts Analyst	1 year	Conflicts Analysis	\$255.00	2.50	\$637.50
Library Business Research	Research Specialist	N/A	Administrative Services	\$360.00	2.00	\$720.00
Library Factual Research	Research Specialist	N/A	Administrative Services	\$360.00	6.40	\$2,304.00
Library IP Research	Research Specialist	N/A	Administrative Services	\$360.00	11.20	\$4,032.00
<b>TOTALS FOR PARAPROFESSIONALS</b>					<b>625.00</b>	<b>\$207,345.50</b>

**TOTAL FEES REQUESTED FOR ATTORNEYS AND PARAPROFESSIONALS**

**\$3,154,524.00**

**Exhibit C**

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

EXPENSE CATEGORY	AMOUNT
Third Party Telephone Charges	\$555.03
Standard Copies or Prints	\$4,215.40
Color Copies or Prints	\$3,337.40
4" Binders	\$39.00
5" Binders	\$27.00
Flash Drives	\$10.00
Outside Messenger Services	\$261.13
Local Transportation	\$417.91
Travel Expense	\$10,211.30
Airfare	\$9,642.03
Transportation to/from airport	\$5,141.80
Travel Meals	\$1,237.75
Other Travel Expenses	\$20,764.20
Court Reporter Fee/Deposition	\$798.60
Filing Fees	\$353,166.00
Calendar/Court Services	\$75.00
Other Court Costs and Fees	\$79.00
Outside Computer Services	\$168.84
Outside Copy/Binding Services	\$6,695.61
Working Meals/K&E Only	\$285.00
Working Meals/K&E and Others	\$3,250.00
Outside Retrieval Service	\$13,426.26
Computer Database Research	\$486.60
Westlaw Research	\$18.09
LexisNexis Research	\$161.22
Overtime Transportation	\$635.80
Overtime Meals - Attorney	\$120.00
Rental Expenses	\$1,441.18
Client Electronic Data Storage	\$1,171.44
Overnight Delivery - Hard	\$179.60
<b>TOTAL</b>	<b>\$438,018.19</b>

**Exhibit D**

**Detailed Description of Time Records and Expenses**



Page 17 of 255  
**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012852**

**Client Matter: 24706-6**

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**In the Matter of Chapter 11 Filing**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 302,007.00

Total legal services rendered

\$ 302,007.00

**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	14.90	325.00	4,842.50
Richard B. Aftanas, P.C.	0.30	1,545.00	463.50
Ryan Besaw	3.70	325.00	1,202.50
Roman Bielski	10.00	375.00	3,750.00
Spencer Caldwell-McMillan	18.60	595.00	11,067.00
Neda Davanipour	33.00	705.00	23,265.00
Jackie Duhl	6.70	595.00	3,986.50
Cassandra E. Fenton	4.80	695.00	3,336.00
Emily Anna Flynn	15.90	595.00	9,460.50
Yates French	1.80	1,120.00	2,016.00
Alonso Gerbaud	3.00	265.00	795.00
Susan D. Golden	17.30	1,135.00	19,635.50
Stephen E. Hessler, P.C.	21.50	1,565.00	33,647.50
Richard U. S. Howell	8.80	1,160.00	10,208.00
Katie Kane	4.10	265.00	1,086.50
Marc Kieselstein, P.C.	0.80	1,565.00	1,252.00
George Klidonas	4.10	1,045.00	4,284.50
Hannah Kupsky	27.20	325.00	8,840.00
Ross M. Kwasteniet, P.C.	11.70	1,515.00	17,725.50
John R. Luze	25.60	995.00	25,472.00
Aaron Marks, P.C.	7.10	1,410.00	10,011.00
Carrie Therese Oppenheim	24.00	430.00	10,320.00
Robert Orren	17.20	430.00	7,396.00
Francis Petrie	33.40	705.00	23,547.00
Cristine Pirro	14.00	1,135.00	15,890.00
Andrew Polansky	11.40	595.00	6,783.00
Trudy Smith	21.30	705.00	15,016.50
Nacif Taousse	16.50	705.00	11,632.50
Dan Varn	5.00	265.00	1,325.00
Alex Warso	4.70	595.00	2,796.50
Brad Weiland	1.70	1,255.00	2,133.50
Logan Taylor Wiggins	24.50	360.00	8,820.00

<b>TOTALS</b>	<b>414.60</b>	<b>\$ 302,007.00</b>
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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>
02/25/19	Anthony Abate	9.00	Prepare filing versions of first day motions (3.9); file same (3.8); correspond with K&E team re same (1.3).
02/25/19	Ryan Besaw	3.70	Review, revise joint administration motion and notice of commencement.
02/25/19	Roman Bielski	3.00	Setup courtroom technology for first day hearing presentation.
02/25/19	Spencer Caldwell-McMillan	15.80	Revise organizational chart (3.5); attend first day motions telephone conference with Company and K&E team (.5); revise insurance motion (3.0); revise schedules (2.0); correspond with T. Smith re same (.1); prepare motions for filing (3.0); draft simplified organizational chart (2.0); correspond with J. Luze and F. Petrie re same (.5); revise talking points re first day pleadings (1.2).
02/25/19	Neda Davanipour	14.20	Review, analyze, prepare materials re first day hearing (4.5); review, revise various talking points re same (3.9); review, analyze various precedent first day hearing transcripts (3.6); correspond with K&E team re filing and first day hearing (2.2).
02/25/19	Neda Davanipour	7.60	Prepare for chapter 11 filing (3.0); review, revise various first day materials and pleadings (4.0); correspond with K&E team re chapter 11 filing (.6).
02/25/19	Jackie Duhl	6.70	Review and revise first day motions (3.0); review and revise first day declaration (2.0); conference with K&E team re filing (1.7).
02/25/19	Cassandra E. Fenton	4.80	Correspond with R. Howell re first day motion direct outlines (.2); draft same (3.0); revise same (1.6).
02/25/19	Emily Anna Flynn	7.40	Prepare for filing (4.0); review, revise first day pleadings (3.4).
02/25/19	Emily Anna Flynn	5.80	Draft, revise talking points re first day motions (3.5); review, analyze materials re same (2.3).
02/25/19	Alonso Gerbaud	3.00	Coordinate and deliver filing material to bankruptcy clerk's office.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/19	Susan D. Golden	8.60	Review final first day motions for filing (4.0); telephone conference with J. Luze, P. Schwartzberg and S. Nakano re U.S. Trustee comments to first day motions and review revisions re same (.7); telephone conference with S. Hessler and J. Luze re filing logistics (.8); telephone conference with D. Li re filing (.7); telephone conference with R. Kwasteniet and B. Weiland re DIP (.4); general first day preparation (2.0).
02/25/19	Stephen E. Hessler, P.C.	12.00	Conference with K&E team re first day preparation and next steps.
02/25/19	Stephen E. Hessler, P.C.	2.00	Conference with K&E team and Company re work in process.
02/25/19	Richard U. S. Howell	7.50	Multiple conferences with K&E team re open litigation and restructuring issues in advance of first day hearing (3.5); review draft pleadings and provide comments to same (1.4); review draft first day presentation and provide comments to same (2.6).
02/25/19	Katie Kane	1.80	Deliver documents to U.S. Trustee (1.3); set up hearing line and send out calendar invite (.5).
02/25/19	Marc Kieselstein, P.C.	0.80	Analyze issues re filing.
02/25/19	George Klidonas	4.10	Review and revise first day presentation (2.3); telephone conferences with K&E team re same (1.8).
02/25/19	Hannah Kupsky	19.80	Prepare for chapter 11 filing and first day hearing (3.2); file chapter 11 cases (2.4) file re first day motions (1.6); correspond with K&E team re first day hearing preparations (3.8); prepare orders re first day hearing (2.6); revise same (.8); prepare copies of pleadings re first day hearing (4.0); review and revise same (1.4).
02/25/19	Ross M. Kwasteniet, P.C.	10.50	Review, revise first day pleadings (4.0); analyze issues re filing (2.5); prepare for first day hearing (4.0).
02/25/19	John R. Luze	10.40	Draft and revise first day pleadings (4.1); conference with K&E team re same (1.2); review and analyze chapter 11 filing issues (1.3); coordinate chapter 11 filing and first day pleadings filing (2.2); prepare for first day hearing (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/19	John R. Luze	6.20	Review, analyze contingency planning issues (.9); conference with K&E team and Company re same (.4); review, revise first day pleadings (3.2); conference with K&E team and Company re first day preparation issues (.7); prepare for chapter 11 filing (1.0).
02/25/19	Aaron Marks, P.C.	7.10	Correspond with K&E team re bankruptcy filing (2.1); review, revise suggestion of bankruptcy (.3); review, revise letters to Judge Furman re proposed judgment (.4); telephone conferences and emails with interested parties and counsel (2.7); telephone conferences and emails with K&E team re status of various matters (1.6).
02/25/19	Carrie Therese Oppenheim	7.40	Prepare, finalize, file chapter 11 petitions and first day motions (5.7); office conferences with K&E team re same (1.2); review talking points for first day hearing (.5).
02/25/19	Carrie Therese Oppenheim	7.00	Prepare, finalize materials for chapter 11 filing (3.9); revise first day motions re global updates (1.2); prepare draft binders and arrange distribution to court and U.S. Trustee (.8); finalize board resolutions (1.1).
02/25/19	Carrie Therese Oppenheim	1.70	Review notice requirements re first day hearing (.8); correspond with KCC re first day service plan (.5); follow up re same and affidavit of service (.4).
02/25/19	Robert Orren	14.50	Prepare petitions and pleadings for filing (4.0); finalize materials re same (4.0); prepare and file voluntary petitions (1.3); prepare and file joint administration motions (1.2); conference with K&E team re same (4.0).
02/25/19	Francis Petrie	9.50	Prepare first day pleadings (4.0); analyze materials re same (4.0); conference with K&E team re same (.5); review, revise declaration (1.0).
02/25/19	Francis Petrie	10.50	Review, revise first day motions post-petition (4.0); review, revise talking points re same (2.3); review, revise declaration (1.8); prepare for first day hearing (2.4).
02/25/19	Cristine Pirro	10.00	Final review and revision of filing motions (3.6); assist with same (3.1); review and revise first day presentations (2.0); correspond with K&E team re same (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/19	Cristine Pirro	3.00	Review, comment on press release items (2.1); conference with M. Repko re same (.9).
02/25/19	Andrew Polansky	3.60	Draft talking points re first day hearing (2.5); revise pleadings re same (.7); review, analyze first day hearing transcripts (.4).
02/25/19	Andrew Polansky	5.20	Prepare for bankruptcy filing (4.0); review, revise first day pleadings (1.2).
02/25/19	Trudy Smith	17.30	Draft schedule 1007 (4.0); review and analyze documents re same (3.1); prepare for chapter 11 filing (4.0); review, analyze all first day motions and draft summary re same (4.0); correspond with K&E team re same (.2); revise schedule 1007 (2.0).
02/25/19	Nacif Taousse	16.50	Prepare for chapter 11 filing (4.0); revise, analyze first day motions (4.0); conferences with K&E team re same (4.0); review diligence re first day motions (1.2); incorporate comments to same (3.3).
02/25/19	Dan Varn	4.50	Assist with first day filing (3.0); review case docket and update joint administration motion re case numbers in preparation for filing (1.5).
02/25/19	Alex Warso	2.40	Correspond with E. Flynn re first day hearing (.2); correspond with R. Besaw re same (.2); review and analyze Company financials and organization structure (1.1); review and analyze first day declaration (.9).
02/25/19	Brad Weiland	1.70	Review and analyze bankruptcy materials for filing and file same.
02/25/19	Logan Taylor Wiggins	18.00	Prepare for first day filing (3.7); prepare voluntary petitions for non-individuals filing for bankruptcy (4.0); finalize and file same (4.0); finalize first day pleadings (4.0); file same (2.3).
02/26/19	Anthony Abate	5.00	Prepare materials for first day hearing.
02/26/19	Anthony Abate	0.90	Update first day documents post first day hearing.
02/26/19	Richard B. Aftanas, P.C.	0.30	Review, revise first day slides.
02/26/19	Roman Bielski	7.00	Setup courtroom technology for first day presentation.
02/26/19	Spencer Caldwell-McMillan	2.80	Prepare for hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/19	Neda Davanipour	11.20	Review various precedent transcripts re first day hearing (1.1); revise talking points re same (1.2); review, analyze various first day motions and revise talking points re same (1.9); prepare for first day hearing (2.1) conferences with K&E team re same (3.8); review and analyze comments to various first day motions and revise orders re same (1.1).
02/26/19	Emily Anna Flynn	2.70	Draft, revise motions re first day hearing (1.7); analyze materials re same (1.0).
02/26/19	Yates French	1.80	Review, analyze first day pleadings.
02/26/19	Susan D. Golden	6.00	Telephone conference with S. Hessler, B. Weiland, R. Kwasteniet, and J. Luze re first day hearing preparation (1.0); telephone conference with F. Petrie and K&E team first day hearing preparation and logistics (1.0); telephone conference with D. Li re first day hearing logistics (1.0); telephone conference with M. Correa re docketing issues (.5); assist K&E team with first day hearing preparation (2.5).
02/26/19	Stephen E. Hessler, P.C.	1.50	Conference with K&E team and Company re next steps.
02/26/19	Richard U. S. Howell	1.30	Telephone conference with K&E team and Company re next steps following first day hearing.
02/26/19	Katie Kane	2.30	Prepare for first day hearing (2.0); open hearing line (.3).
02/26/19	Hannah Kupsky	7.40	Prepare for first day hearing (4.0); finalize documents re first day hearing (3.4).
02/26/19	Ross M. Kwasteniet, P.C.	1.20	Follow-up conference with K&E team re first day hearing.
02/26/19	John R. Luze	4.60	Coordinate and finalize chapter 11 filing (.7); prepare for first day hearing (.9); review and analyze post-hearing issues (.7); draft and revise first day orders re same (1.6); conference with K&E team and parties in interest re same (.7).
02/26/19	Carrie Therese Oppenheim	5.60	Prepare first day hearing materials (3.2); review, revise first day orders re court submission (1.7); correspond with J. Luze and S. Golden re timing of second day hearing (.2); correspond with KCC team re noticing requirements (.5).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/19	Robert Orren	2.70	Prepare for first day hearing (2.4); correspond with K&E team re same (.3).
02/26/19	Francis Petrie	13.40	Prepare for first day hearing (4.0); analyze court comments re first day pleadings (4.0); review and revise orders re same (4.0); conference with K&E team re same (1.4).
02/26/19	Cristine Pirro	1.00	Review, revise first day presentation.
02/26/19	Andrew Polansky	2.60	Review, analyze talking points re first day hearing (.7); prepare for first day hearing (1.9).
02/26/19	Trudy Smith	4.00	Draft summary re first day motion and requested relief (1.1); correspond with J. Luze re same (.1); prepare for first day hearing (2.8).
02/26/19	Dan Varn	0.50	Compile voluntary petitions and update DMS files.
02/26/19	Alex Warso	2.30	Analyze first day pleadings (1.8); prepare for first day hearing (.5).
02/26/19	Logan Taylor Wiggins	6.50	Prepare for first day filing (4.0); prepare for first day hearing (2.5).
02/27/19	Susan D. Golden	1.40	Telephone conference with J. Luze re orders approving first day motions (.5); telephone conference with D. Li re final hearing for first day motions (.4); correspond with S. Hessler, B. Weiland and J. Luze re same (.3); telephone conference with J. Song (RDD law clerk) re entry of first day orders (.2).
02/27/19	Stephen E. Hessler, P.C.	4.00	Conference with K&E team and Company re work in process and next steps.
02/27/19	John R. Luze	0.60	Review and analyze issues re first day order submission.
02/27/19	Carrie Therese Oppenheim	1.00	Review, revise proposed first day orders for court submission.
02/28/19	Susan D. Golden	0.40	Correspond with J. Luze and Di Li re entry of first day orders.
02/28/19	Stephen E. Hessler, P.C.	2.00	Conference with Company and K&E team re first day order and next steps.
02/28/19	John R. Luze	2.60	Review and revise first day orders (1.2); conference with K&E team re same (.6); coordinate submission of same (.3); conference with K&E team re first day filing and service issues (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/19	Carrie Therese Oppenheim	1.30	Draft notice of second day hearing (.6); review precedent re same and local rules for filing (.5); correspond with KCC team re noticing (.2).
03/01/19	John R. Luze	1.20	Review and analyze first day order and service issues (.8); conference with A&M, KC and K&E team re same (.4).
03/05/19	Susan D. Golden	0.40	Correspond with B. Friedman re Notice of Commencement (.2); follow up telephone conference with B. Weiland re same (.2).
03/06/19	Susan D. Golden	0.50	Telephone conference with B. Friedman re Commencement Notice (.2); telephone conference with C. Oppenheim re Commencement Notice (.1); review revised Commencement Notice (.2).
<b>Total</b>		<b>414.60</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012826**

**Client Matter: 24706-7**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 250,070.00

Total legal services rendered

\$ 250,070.00

**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	325.00	162.50
Cassandra E. Fenton	12.40	695.00	8,618.00
Yates French	53.00	1,120.00	59,360.00
Stephen E. Hessler, P.C.	0.50	1,565.00	782.50
Richard U. S. Howell	85.30	1,160.00	98,948.00
Marc Kieselstein, P.C.	0.50	1,565.00	782.50
Ross M. Kwasteniet, P.C.	0.80	1,515.00	1,212.00
Library Factual Research	2.50	360.00	900.00
Aaron Marks, P.C.	0.30	1,410.00	423.00
Allison McDonald	9.20	995.00	9,154.00
Amanda Mitchell	1.50	360.00	540.00
Carrie Therese Oppenheim	0.60	430.00	258.00
Joseph Sanderson	0.80	885.00	708.00
Joseph U. Schorer	0.30	1,325.00	397.50
Daniel R. Schwartz	33.00	885.00	29,205.00
Ravi Subramanian Shankar	14.60	1,025.00	14,965.00
Ian C. Spain	0.80	1,025.00	820.00
Taro Tan	8.50	595.00	5,057.50
Josh Urban	6.20	375.00	2,325.00
Brad Weiland	9.30	1,255.00	11,671.50
Logan Taylor Wiggins	10.50	360.00	3,780.00
<b>TOTALS</b>	<b>251.10</b>		<b>\$ 250,070.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Yates French	2.00	Review, revise declarations (1.1); review, analyze prior witness testimony (.9).
02/25/19	Richard U. S. Howell	8.00	Prepare witness outlines (4.0); prepare witnesses for potential testimony (4.0).
02/25/19	Brad Weiland	2.70	Review and analyze potential contested matters for presentation at hearing (1.1); conference with PJT re same (.9); draft and revise materials for hearing arguments (.7).
02/26/19	Richard U. S. Howell	5.70	Multiple office conferences with K&E team re litigation and restructuring issues related to first day pleadings (1.8); revise witness outlines (.8); prepare witnesses for testimony (1.9); review draft pleadings and provide comments to same (1.2).
02/26/19	Brad Weiland	2.10	Review and analyze status and potential litigation items re first day motions (1.0); review and revise materials for hearing (.6); correspond with K&E team re same (.5).
02/27/19	Richard U. S. Howell	1.80	Telephone conferences with K&E team re litigation and restructuring issues following first day hearings (.6); prepare materials re same (.4); prepare and review correspondence re litigation issues for second day hearing and additional litigation issues (.8).
02/27/19	Logan Taylor Wiggins	0.50	Conference with C. Chong and A. Marks re documents to be retrieved from Judge Jesse Furman.
02/28/19	Cassandra E. Fenton	1.50	Conference with R. Howell, Y. French and L. Wiggins re litigation strategy.
02/28/19	Richard U. S. Howell	7.30	Telephone conferences with K&E team re open litigation items including automatic stay issues and pending per-petition litigation issues (1.2); conference with Y. French, C. Fenton, L. Wiggins re strategy for litigation issues following first day hearings (1.5); review, analyze recently filed docket materials (1.8); prepare and review correspondence re open litigation and restructuring issues (2.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/19	Logan Taylor Wiggins	0.50	Conference with R. Howell, Y. French and C. Fenton re upcoming litigation.
03/01/19	Anthony Abate	0.50	Draft removal extension motion.
03/01/19	Ravi Subramanian Shankar	0.40	Review and analyze first day transcript.
03/01/19	Taro Tan	8.50	Indenture analysis of bonds to assist with litigation appeals.
03/01/19	Logan Taylor Wiggins	0.50	Conference with R. Howell re various litigation issues.
03/02/19	Richard U. S. Howell	1.50	Prepare and review correspondence re potential litigation and discovery issues (.6); review materials re equitable subordination issues (.9).
03/02/19	Ravi Subramanian Shankar	3.10	Review and analyze first day transcript and Judge Furman's opinion.
03/03/19	Ross M. Kwasteniet, P.C.	0.80	Analyze and correspond with K&E team re litigation matters.
03/03/19	Daniel R. Schwartz	3.00	Review district court decision and first day hearing transcript.
03/04/19	Cassandra E. Fenton	1.50	Conference with R. Howell, Y. French, R. Shankar, D. Schwartz, L. Wiggins, and A. Mitchell re various litigation issues.
03/04/19	Aaron Marks, P.C.	0.30	Review letters and orders re CDS discovery (.2); correspond with K&E team re same (.1).
03/04/19	Amanda Mitchell	1.50	Conference with K&E team re case status and upcoming projects.
03/04/19	Daniel R. Schwartz	2.30	Review Company capital structure (.5); conference with R. Shankar re same (.3); conference with K&E team re various litigation issues (1.5).
03/04/19	Ravi Subramanian Shankar	1.60	Conference with K&E team re various litigation issues.
03/04/19	Brad Weiland	1.00	Review and analyze potential litigation items and strategy re same (.6); correspond with K&E team re same (.4).
03/04/19	Logan Taylor Wiggins	2.00	Conference with K&E team re various litigation issue (1.5); conference with Y. French and A. Mitchell re upcoming litigation discovery (.5).
03/05/19	Daniel R. Schwartz	0.80	Review Litigation issues.
03/05/19	Josh Urban	2.50	Conference with K&E team re litigation presentation (.5); draft slides, graphics, and animated charts re same (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/19	Logan Taylor Wiggins	0.50	Conference with Y. French re Windstream Litigation Exhibit List and Exhibits.
03/06/19	Cassandra E. Fenton	1.30	Research and analyze Litigation issues.
03/06/19	Yates French	9.30	Review transaction documents related to 2015 transaction (3.3); research 2015 transaction (4.0); telephone conferences with K. Smith re automatic stay (2.0).
03/06/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team and Company re Aurelius update.
03/06/19	Richard U. S. Howell	6.50	Draft litigation items for second day hearing (1.2); telephone conference with K&E team to develop litigation strategy re open issues (1.2); prepare and review correspondence re same (2.6); review materials re Uniti lease (.6); prepare and review correspondence re automatic stay issues (.7); telephone conference with K&E team re automatic stay issues (.2).
03/06/19	Joseph U. Schorer	0.30	Conference with D. Schwartz re Creditors' Committee article 9 and lien searches.
03/06/19	Josh Urban	2.90	Review and revise litigation presentation.
03/06/19	Brad Weiland	1.70	Review and analyze potential litigation items (1.5); correspond with K&E team re same (.2).
03/07/19	Cassandra E. Fenton	3.10	Research and analyze case law re security interest issue (2.7); draft summary re same (.4).
03/07/19	Allison McDonald	0.50	Telephone conference with R. Howell re case management, background and strategy.
03/07/19	Ravi Subramanian Shankar	0.30	Conference with R. Howell re litigation work streams.
03/08/19	Yates French	4.60	Conference with K&E team re various litigation issues (1.0); coordinate filing of suggestions of bankruptcy (1.6); research re 2015 transaction (2.0).
03/08/19	Richard U. S. Howell	4.30	Prepare for and telephone conference with K&E team to develop strategy for open litigation issues (2.3); prepare and review correspondence re same (2.0).
03/10/19	Yates French	5.50	Review transactional documents from 2015 transaction (3.0); research 2015 transaction (1.0); draft presentation re 2015 transaction (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/19	Joseph Sanderson	0.80	Research and advise K&E team re implications of bankruptcy filing on appellate rights and mootness issues.
03/10/19	Josh Urban	0.80	Format graphic, animated and text slides for Y. French.
03/11/19	Cassandra E. Fenton	1.60	Conference with K&E team re case strategy.
03/11/19	Yates French	5.50	Conference with K&E team re various litigation issues (1.0); research 2015 transaction (3.1); review 2015 transaction documents (1.4).
03/11/19	Richard U. S. Howell	4.20	Prepare for and conference with K&E team to develop strategy for restructuring litigation issues (1.7); telephone conferences with K&E team re claims analysis and investigation issues (.8); review materials to prepare for potential litigation issues (1.0); prepare and review correspondence re open litigation issues (.7).
03/11/19	Daniel R. Schwartz	3.60	Conference with K&E team re strategy (1.5); conference with R. Howell re litigation strategy (1.5); review capital structure (.6).
03/11/19	Ravi Subramanian Shankar	3.30	Prepare for and conference with K&E team re various litigation issues (1.6); draft Bankruptcy Rule 2004 document requests to Aurelius (1.7).
03/11/19	Logan Taylor Wiggins	1.00	Correspond with R. Howell re potential litigation issues.
03/12/19	Richard U. S. Howell	4.50	Research re lease issues (1.7); telephone conference with K&E team re same (.2); review materials re equity committee request (.3); prepare and review correspondence re equity committee request (.2); prepare and review correspondence re potential restructuring litigation issues (.8); review materials re potential restructuring litigation issues (.5); telephone conference with K&E team re potential litigation issues and claims analysis (.8).
03/13/19	Yates French	4.20	Research potential creditor claims (1.7); review 2015 transaction documents (1.9); coordinate filing of suggestions of bankruptcy (.6).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/19	Richard U. S. Howell	5.70	Research lease and claim evaluation issues (2.2); draft and review correspondence re automatic stay issues (.6); telephone conferences with K&E team re open litigation issues (.6); review materials re Uniti transaction (1.5); review draft 2004 discovery (.8).
03/14/19	Logan Taylor Wiggins	1.00	Review materials from Aurelius trial for review by Committee.
03/15/19	Yates French	4.20	Research re potential creditor claims (2.0); review 2015 transaction documents (2.0); coordinate filing of suggestions of bankruptcy (.2).
03/18/19	Richard U. S. Howell	3.60	Telephone conferences with K&E team re committee diligence requests and related materials (1.4); draft and review correspondence re open litigation and discovery issues (.7); draft materials re litigation and investigation strategy issues (1.5).
03/18/19	Logan Taylor Wiggins	0.50	Prepare various materials for K&E team.
03/19/19	Cassandra E. Fenton	1.50	Conference with K&E team re case strategy.
03/19/19	Library Factual Research	2.50	Research debt and equity trading history of Windstream.
03/19/19	Logan Taylor Wiggins	1.00	Conference with K&E team re various litigation issues.
03/20/19	Cassandra E. Fenton	1.80	Research and analyze case law re security interest issues.
03/20/19	Yates French	8.20	Telephone conference with T. Cruikshans re Master Lease (.7); telephone conference with K. Moody re potential claims (1.0); research re potential claims (4.5); review and revise draft adversary complaint (2.0).
03/20/19	Ian C. Spain	0.30	Conference with C. Pirro re litigation background.
03/20/19	Logan Taylor Wiggins	0.50	Conference with K&E team re workspace and documents collected.
03/21/19	Yates French	9.50	Review and revise draft motions (2.0); review and revise draft adversary (1.0); coordinate research (5.5); attend telephone conference with R. Howell re potential litigation issues (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/19	Richard U. S. Howell	6.50	Telephone conferences with K&E team to develop litigation strategy re Uniti issues and Aurelius issues (3.3); telephone conference with K&E team re incentive plan development (.6); draft and review correspondence re open litigation issues (.6); review research and other materials re potential claims (2.0).
03/21/19	Daniel R. Schwartz	2.80	Research and analyze ease.
03/21/19	Ravi Subramanian Shankar	1.20	Review and analyze Judge Furman's rulings re Aurelius CDS discovery (.4); prepare for and attend telephone conference with Morrison & Forester (.5); collect materials in response to Morrison & Forester document requests (.3).
03/21/19	Brad Weiland	0.80	Review and analyze potential litigation items (.3); correspond with K&E team re same (.5).
03/21/19	Logan Taylor Wiggins	1.00	Conference with K&E team re workspace and documents collected.
03/25/19	Richard U. S. Howell	6.20	Prepare for and participate in conference with K&E team to develop litigation strategy re open issues (1.2); telephone conference with K&E team to develop litigation and investigation strategy (1.5); draft and review correspondence re open litigation issues (1.1); draft presentation re investigation issues (.6); review legal research re open litigation topics (.8); draft and review correspondence re draft discovery (.5); review draft pleadings (.3); review draft discovery requests (.2).
03/25/19	Allison McDonald	1.60	Telephone conference with K&E team re various litigation issues (.5); correspond with S. Golden re adversary proceeding procedures (.1); correspond with K&E team re sample investigation materials (.2); telephone conference with Y. French re document collection issues (.1); review and analyze collection data and correspond with K&E team re analysis re same (.2); telephone conference with S. Golden re adversary proceedings and procedures re same (.2); telephone conference with C. Fenton re same (.1); telephone conference with I. Spain re collection history (.1); correspond with C. Fenton re procedural rules (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/19	Daniel R. Schwartz	5.50	Conference with K&E team re case strategy (.7); analyze Aurelius bond purchase (.5); research re consequences thereof (3.0); analyze form 10-K and other SEC filings (1.3).
03/25/19	Ravi Subramanian Shankar	3.90	Prepare for and participate in conference with K&E team re various litigation issues (.6); draft presentation to Special Committee (1.3); draft outline of claims investigation presentation (2.0).
03/25/19	Ian C. Spain	0.50	Correspond with K&E team re document retention (.3); analyze issues and materials re same (.2).
03/25/19	Brad Weiland	1.00	Review and analyze potential litigation matters, including DIP objections.
03/25/19	Logan Taylor Wiggins	1.50	Attend Litigation Team Weekly meeting (1.0); confer with I. Spain and A. McDonald re document collection (.5).
03/26/19	Richard U. S. Howell	7.80	Review materials in preparation for board meeting (.8); review materials re compensation plan issues (1.5); draft and review correspondence re open litigation and investigation issues (2.0); telephone conferences with K&E team re same (1.4); draft and revise presentation re investigation issues (.8); review research re Uniti related issues (1.3).
03/26/19	Daniel R. Schwartz	6.00	Research re lease (3.2); draft memorandum re implications of lease issues (2.8).
03/27/19	Richard U. S. Howell	6.30	Prepare and review correspondence re incentive plans (1.1); review materials re same (.7); prepare and review correspondence re open litigation and investigation issues (1.5); telephone conference with K&E team re litigation issues (.8); telephone conference with K&E team re open litigation issues (.5); prepare and review presentation materials (1.1); review research re Uniti issues (.6).
03/27/19	Marc Kieselstein, P.C.	0.50	Review and revise proposed equity committee response.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/19	Allison McDonald	3.30	Correspond with C. Fenton re adversary complaint revisions (.1); review and analyze prior collections and documents and take notes re analysis re same (2.1); revise adversary complaint (.9); telephone conference with C. Fenton re lift stay motion (.1); correspond with C. Coghlan re same (.1).
03/27/19	Carrie Therese Oppenheim	0.60	Correspond with K&E and KCC teams re service list for adversary complaint (.3); review complaint (.3).
03/28/19	Richard U. S. Howell	5.10	Attend board conference re restructuring and litigation issues (2.0); multiple telephone conferences with K&E team re board meeting (.4); review materials in preparation for board meeting (1.6); draft and review correspondence re open litigation and investigation issues (.8); review draft correspondence re equity committee request (.3).
03/28/19	Allison McDonald	3.80	Review and analyze correspondence re analysis (.3); draft strategy and analysis re potential Creditors' Committee document requests (2.4); correspond with K&E team re same (.3); review and analyze key documents (.5); review and analyze research re lease (.3).
03/28/19	Daniel R. Schwartz	5.00	Research re lease recharacterization (4.0); analyze case strategy and discovery plan (1.0).
03/28/19	Ravi Subramanian Shankar	0.80	Compile and send requested documents to Creditors' Committee (.1); revise outline of claims investigation presentation (.7).
03/29/19	Cassandra E. Fenton	0.10	Review and analyze correspondence re report outline.
03/29/19	Richard U. S. Howell	0.30	Draft and review correspondence re open litigation issues.
03/29/19	Daniel R. Schwartz	4.00	Research re possible creditor causes of action.
<b>Total</b>		<b>251.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012851**

**Client Matter: 24706-8**

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**In the Matter of Automatic Stay Matters**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 119,663.00

Total legal services rendered

\$ 119,663.00

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Legal Services for the Period Ending March 31, 2019

Invoice Number: 1050012851

Windstream Holdings, Inc.

Matter Number: 24706-8

Automatic Stay 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>
Anthony Abate	1.70	325.00	552.50
Spencer Caldwell-McMillan	0.10	595.00	59.50
Neda Davanipour	2.80	705.00	1,974.00
Junelia Edwards	0.30	325.00	97.50
Cassandra E. Fenton	22.30	695.00	15,498.50
Emily Anna Flynn	0.30	595.00	178.50
Yates French	27.10	1,120.00	30,352.00
Richard C. Godfrey, P.C.	0.70	1,585.00	1,109.50
Susan D. Golden	1.00	1,135.00	1,135.00
Alex Hevia	9.20	595.00	5,474.00
Richard U. S. Howell	24.00	1,160.00	27,840.00
Alec Klimowicz	5.10	265.00	1,351.50
Hannah Kupsky	0.90	325.00	292.50
Library Factual Research	1.50	360.00	540.00
John R. Luze	7.00	995.00	6,965.00
Aaron Marks, P.C.	0.80	1,410.00	1,128.00
Allison McDonald	1.10	995.00	1,094.50
Carrie Therese Oppenheim	1.50	430.00	645.00
Andrew Polansky	1.00	595.00	595.00
Joseph Sanderson	2.40	885.00	2,124.00
Nacif Taousse	29.30	705.00	20,656.50
<b>TOTALS</b>	<b>140.10</b>		<b>\$ 119,663.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Junelia Edwards	0.30	Organize and prepare letter to Court re suggestion of bankruptcy per request of A. Marks.
02/25/19	Richard C. Godfrey, P.C.	0.70	Telephone conferences with A. Marks re final judgment and bankruptcy stay (.2); review, revise proposed final judgment (.2); review, draft filing of suggestion of bankruptcy and letter to Judge Furman (.2); telephone conference with K. Moody re same (.1).
02/25/19	Joseph Sanderson	0.60	Research automatic stay re Aurelius litigation.
02/25/19	Joseph Sanderson	0.50	Draft and file suggestion of bankruptcy and related letter.
02/25/19	Joseph Sanderson	1.00	Draft suggestion of bankruptcy and letter re suggestion of bankruptcy.
02/28/19	Nacif Taousse	1.70	Correspond with K&E team re automatic stay issues (.6); research, and analyze case law re same (1.1).
03/01/19	Anthony Abate	0.40	Draft motion to extend the automatic stay.
03/01/19	Emily Anna Flynn	0.30	Review, analyze materials re automatic stay.
03/01/19	Yates French	1.20	Research re automatic stay.
03/01/19	Yates French	2.10	Review and revise draft motion for extension (1.5); attend telephone conferences with Company counsel at Skadden Arps re open items (.6).
03/01/19	Richard U. S. Howell	3.80	Telephone conference with multiple parties to discuss automatic stay issues and other litigation issues (1.3); prepare and review correspondence re same (1.5); review materials to develop litigation strategy points (1.0).
03/01/19	Andrew Polansky	1.00	Review, analyze filed pleadings (.6); review, analyze automatic stay issues (.3); correspond with N. Taousee re same (.1).
03/01/19	Joseph Sanderson	0.30	Conference with K&E team re automatic stay and review letter from Aurelius.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/19	Nacif Taousse	4.60	Research, analyze case law re automatic stay matters (1.3); review, analyze precedent re motions to extend the automatic stay (.5); correspond with K&E team re same (.4); draft motion to extend the automatic stay (2.4).
03/03/19	Cassandra E. Fenton	1.20	Review and revise presentation re the automatic stay.
03/03/19	Richard U. S. Howell	1.00	Review and revise automatic stay presentation (.7); prepare and review correspondence re open litigation issues (.3).
03/04/19	Cassandra E. Fenton	0.70	Research and analyze automatic stay issues.
03/04/19	Cassandra E. Fenton	1.00	Participate in telephone conference with Company re automatic stay presentation.
03/04/19	Yates French	8.50	Prepare for and conference with K&E team (1.5); review materials related to 2015 transaction (3.0); prepare for and telephone conference with Company re automatic stay (2.5); draft response re automatic stay (1.5).
03/04/19	Richard U. S. Howell	8.30	Review and revise draft automatic stay presentation (.5); prepare for and participate in telephone conference with K&E team re automatic stays issues and other litigation strategy issues (3.8); prepare and review correspondence re same (2.5); prepare for and participate in conference with K&E team to develop litigation strategy for second day hearing and beyond (1.5).
03/04/19	Nacif Taousse	4.30	Revise automatic stay presentation (3.5); research, analyze precedent re same (.8).
03/05/19	Spencer Caldwell-McMillan	0.10	Correspond with F. Yates and N. Taousse re organizational chart and list of debtors.
03/05/19	Cassandra E. Fenton	0.50	Review and analyze litigation notices re automatic stay.
03/05/19	Cassandra E. Fenton	6.00	Research and analyze automatic stay issues (4.9); draft summary re same (1.1).
03/05/19	Yates French	6.50	Review litigation log (1.0); prepare for and telephone conference with K&E team re litigation log (1.0); review legal research re automatic stay (1.5); research potential lease issues (2.0); draft presentation re same (1.0).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/19	Richard U. S. Howell	5.80	Telephone conference with K&E team re open litigation matters and automatic stay issues re same (2.5); review materials re same (.8); prepare and review correspondence re open litigation issues (1.5); review materials re Uniti issues (.7); review materials re Aurelius issues (.3).
03/05/19	John R. Luze	2.20	Conference with Company re litigation log automatic stay issues (1.4); review, analyze automatic stay issues (.4); conference with Company, K&E team re automatic stay issues (.4).
03/05/19	Nacif Taousse	4.90	Review, analyze litigation log re automatic stay matters (2.2); research, analyze case law re automatic stay (.8); conference with Company re litigation log (1.2); research re automatic stay issues (.7).
03/06/19	Neda Davanipour	2.80	Research, analyze case law re interest rate swaps, automatic stay violation (1.9); draft summary re same (.8); correspond with J. Luze re same (.1).
03/07/19	Cassandra E. Fenton	2.60	Research and analyze automatic stay issue (2.3); draft summary re same (.3).
03/07/19	Yates French	8.80	Telephone conference with K. Smith re automatic stay (.8); attend telephone conference with E. Johnson re MDL proceeding (.5); research re 2015 transaction (5.5); coordinate filing of suggestions of bankruptcy (2.0).
03/07/19	Richard U. S. Howell	5.10	Prepare correspondence and other materials re open litigation items (2.5); telephone conference with K&E team re same (1.8); review materials re automatic stay issues (.2); review materials re potential second day motions (.6).
03/07/19	John R. Luze	0.40	Review, analyze stay extension.
03/09/19	Aaron Marks, P.C.	0.80	Review, analyze FRCP re post-trial motions (.6); correspond with S. Hessler re same (.2).
03/11/19	Carrie Therese Oppenheim	0.30	Revise motion to extend automatic stay.
03/12/19	Anthony Abate	0.50	Research precedent re automatic stay extension.
03/12/19	Hannah Kupsky	0.50	Draft shell of automatic stay complaint.
03/12/19	Carrie Therese Oppenheim	0.30	Review, revise automatic stay motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/19	Nacif Taousse	0.60	Draft adversary complaint re motion to extend automatic stay.
03/13/19	Cassandra E. Fenton	1.80	Draft and revise complaint re automatic stay extension.
03/13/19	Nacif Taousse	2.30	Draft adversary complaint re motion to extend automatic stay.
03/14/19	Cassandra E. Fenton	1.20	Draft and revise complaint re automatic stay extension.
03/15/19	Nacif Taousse	0.20	Correspond with K&E team re automatic stay relief motion.
03/17/19	Alex Hevia	0.10	Telephone conference with N. Taousse re motion to modify stay.
03/17/19	Nacif Taousse	0.20	Review lift stay motion precedent and correspond with C. Oppenheim, K&E team re same.
03/18/19	Anthony Abate	0.80	Review SDNY precedent re motions to lift the automatic stay.
03/18/19	Alex Hevia	4.40	Telephonic conferences with N. Taousse re motion to modify stay (.4); research and analyze data re motion to modify stay (4.0).
03/18/19	Hannah Kupsky	0.40	Research re motion for relief from automatic stay (.3); correspond with N. Taousse re same (.1).
03/18/19	Library Factual Research	1.00	Research to provide SDNY precedent motions to lift automatic stay filed by debtors in a chapter 11 bankruptcy case.
03/18/19	Library Factual Research	0.50	Research to provide docket and filings for case.
03/18/19	Carrie Therese Oppenheim	0.40	Research precedent re debtor motions to lift stay.
03/18/19	Nacif Taousse	1.60	Review summary of MDL litigation (.9); research precedent re same (.5); correspond with A. Hevia re same (.2).
03/19/19	Nacif Taousse	0.80	Revise adversary complaint to extend stay.
03/21/19	John R. Luze	0.70	Review, analyze automatic stay issues (.4); conference with Company re same (.3).
03/22/19	Cassandra E. Fenton	2.30	Draft pleading re automatic stay.
03/22/19	Alex Hevia	1.50	Research and analyze case law re motion to modify (.9); telephone conference with N. Taousse re same (.2); review and revise motion to modify stay (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/19	Nacif Taousse	4.50	Draft motion to extend automatic stay to MDL litigation (3.9); revise motion re same (.6).
03/25/19	Cassandra E. Fenton	2.30	Draft and revise pleading re automatic stay (2.0); telephone conference with A. McDonald and S. Golden re same (.3).
03/25/19	Susan D. Golden	1.00	Review draft complaint to extend stay to non-debtors (.4); correspond with A. McDonald and F. Yates re issue list re adversary filing (.2); telephone conference with A. McDonald and C. Fenton re filing procedures and Judge Drain rules (.4).
03/25/19	Alex Hevia	1.80	Research and analysis re motion to extend automatic stay.
03/25/19	John R. Luze	1.10	Draft, revise automatic stay modification motion (.6); correspond with K&E team re same (.2); correspond with K&E team re stay extension adversary proceeding (.3).
03/25/19	Nacif Taousse	0.10	Correspond with opposing counsel re stay lift proposal.
03/25/19	Nacif Taousse	1.20	Revise MDL motion.
03/26/19	Alex Hevia	1.40	Research and analysis re motion for automatic stay.
03/26/19	John R. Luze	1.30	Review, revise automatic stay modification motion (.8); correspond with Company re same (.2); correspond with K&E team re filing same (.3).
03/26/19	Allison McDonald	1.10	Revise adversary complaint re extension of automatic stay (.9); correspond with R. Shankar re draft timeline (.1); correspond with co-counsel re adversary complaint (.1).
03/26/19	Carrie Therese Oppenheim	0.30	Review and revise MDL stay motion for filing.
03/26/19	Nacif Taousse	1.50	Revise MDL motion.
03/27/19	Cassandra E. Fenton	2.70	Revise complaints re automatic stay (1.4); revise motion re automatic stay (1.2); correspondence with A. McDonald re the same (.1).
03/27/19	Alec Klimowicz	5.10	Review and revise adversary complaint to extend automatic stay.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/19	John R. Luze	1.30	Review, analyze automatic stay issues and pending litigation (.7); correspond with Company re same (.3); conference with K&E team re same (.3).
03/27/19	Nacif Taousse	0.80	Correspond with K&E team re automatic stay issue (.5); telephone conference with stockholder re notices (.2); correspond with K&E team re same (.1)
03/29/19	Carrie Therese Oppenheim	0.20	Correspond with K&E team re adversary complaint filing.
<b>Total</b>		<b>140.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012850**

**Client Matter: 24706-9**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 29,721.00

Total legal services rendered

\$ 29,721.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Neda Davanipour	3.40	705.00	2,397.00
Susan D. Golden	6.20	1,135.00	7,037.00
Stephen E. Hessler, P.C.	0.60	1,565.00	939.00
Katie Kane	0.40	265.00	106.00
George Klidonas	0.20	1,045.00	209.00
John R. Luze	4.10	995.00	4,079.50
Francis Petrie	12.10	705.00	8,530.50
Tommy Scheffer	5.10	595.00	3,034.50
Brad Weiland	2.70	1,255.00	3,388.50
<b>TOTALS</b>	<b>34.80</b>		<b>\$ 29,721.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/19	George Klidonas	0.20	Correspond with K&E team re U.S. Trustee issues.
03/04/19	Susan D. Golden	0.80	Correspond with J. Nadkarni re U.S. Trustee requests (.1); correspond with P. Schwartzberg re 341 conference (.2); telephone conference with B. Weiland re organizational conference (.3); correspond with S. Hessler and B. Weiland re 341 meeting (.2).
03/04/19	Brad Weiland	0.20	Correspond with U.S. Trustee re meetings.
03/05/19	Susan D. Golden	0.60	Correspond with J. Luze re telephone conference with J. Nadkarni (.1); telephone conference with J. Nadkarni, B. Weiland, J. Luze and Alvarez team re IDI (.5).
03/05/19	Brad Weiland	0.50	Prepare for and participate in telephone conference with U.S. Trustee team re reporting and upcoming conferences.
03/06/19	John R. Luze	0.70	Conference with U.S. Trustee re diligence requests (.3); review, analyze issues re same (.4).
03/08/19	John R. Luze	0.40	Correspond with U.S. Trustee re diligence requests, critical vendor diligence.
03/08/19	Brad Weiland	0.40	Correspond with P. Schwartzberg re U.S. Trustee items.
03/11/19	Susan D. Golden	1.30	Telephone conference with S. Hessler, B. Weiland, R. Kwasteniet, J. Luze, W. Harrington, L. Riffkin, P. Schwartzberg, J. Nadkarni re Creditors' Committee meeting (.7); correspond with B. Weiland, J. Luze, R. Howe re U.S. Trustee role in equity committee requests (.3); correspond with J. Merks and W. Colon re final organizational meeting logistics (.3).
03/11/19	Brad Weiland	1.10	Telephone conference with P. Schwartzberg re committee formation meeting (.5); prepare for and participate in telephone conference with U.S. Trustee team re committee meeting, other U.S. Trustee items (.6).
03/12/19	Neda Davanipour	3.40	Attend committee formation meeting (3.3); correspond with K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/19	Susan D. Golden	3.50	Prepare for and attend committee formation meeting.
03/12/19	Francis Petrie	3.40	Prepare for and attend committee formation meeting.
03/12/19	Brad Weiland	0.50	Conference with U.S. Trustee team at committee formation meeting.
03/15/19	Francis Petrie	1.10	Correspond with T. Scheffer re equity committee letter (.2); review, analyze materials re same (.9).
03/18/19	Stephen E. Hessler, P.C.	0.60	Prepare for and participate in telephone conference re committee meeting and other U.S. Trustee items with U.S. Trustee team.
03/18/19	Katie Kane	0.40	Shell U.S. Trustee response letter.
03/18/19	Francis Petrie	1.20	Telephone conference with T. Scheffer re equity committee appointment letter (.1); review materials re same (1.1).
03/18/19	Tommy Scheffer	0.30	Correspond with F. Petrie re equity committee letter (.1); telephone conference with F. Petrie re same (.1); correspond with K. Kane re same (.1).
03/19/19	Francis Petrie	1.30	Review, revise equity committee objection letter (.6); review, analyze materials re same (.7).
03/19/19	Tommy Scheffer	2.60	Draft objection to U.S. Trustee re equity committee request (2.5); correspond with F. Petrie re same (.1).
03/20/19	Francis Petrie	1.10	Correspond with K&E team re equity committee response letter (.2); review, revise draft of equity committee response letter (.9).
03/21/19	Francis Petrie	1.50	Review, revise response re equity committee.
03/27/19	John R. Luze	2.10	Draft, revise equity committee response letter (1.3); conference with K&E team re same (.4); review, analyze issues re same (.4).
03/27/19	Tommy Scheffer	1.60	Revise U.S. Trustee equity committee response letter (.8); correspond with J. Luze, F. Petrie re same (.5); revise equity committee response letter (.2); correspond with K&E team re same (.1).
03/29/19	John R. Luze	0.60	Review and revise equity committee response letter.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/19	Francis Petrie	1.70	Revise letter to U.S. Trustee re equity committee (1.2); correspond with K&E team re same (.5).
03/29/19	Tommy Scheffer	0.50	Correspond with K&E team re U.S. Trustee equity committee response letter.
03/30/19	John R. Luze	0.30	Review and revise equity committee response letter.
03/30/19	Francis Petrie	0.80	Review and revise letter re equity committee appointment.
03/30/19	Tommy Scheffer	0.10	Correspond with K&E team re U.S. Trustee equity committee response letter.
<b>Total</b>		<b>34.80</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012849**

**Client Matter: 24706-10**

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## In the Matter of Business Operations

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 178,957.50

Total legal services rendered

\$ 178,957.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Neda Davanipour	2.00	705.00	1,410.00
Gene S. Goldmintz	0.20	920.00	184.00
Stephen E. Hessler, P.C.	56.60	1,565.00	88,579.00
Marc Kieselstein, P.C.	3.20	1,565.00	5,008.00
Ross M. Kwasteniet, P.C.	20.50	1,515.00	31,057.50
John R. Luze	6.90	995.00	6,865.50
Francis Petrie	33.40	705.00	23,547.00
Nacif Taousse	1.20	705.00	846.00
Brad Weiland	17.10	1,255.00	21,460.50
<b>TOTALS</b>	<b>141.10</b>		<b>\$ 178,957.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Brad Weiland	1.40	Review and analyze operational relief items (.6); correspond with K&E team, A&M, Company re same (.8).
02/26/19	Nacif Taousse	1.20	Telephone conference with Company and A&M re chapter 11 process overview.
02/27/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team and Company re work in process.
02/27/19	Ross M. Kwasteniet, P.C.	1.30	Telephone conferences with management and A&M re stabilization.
02/28/19	Neda Davanipour	1.40	Telephone conference with K&E team, A&M and Company re daily update.
02/28/19	Francis Petrie	1.50	Telephone conference with Company, K&E team re ongoing work.
03/01/19	Neda Davanipour	0.60	Attend telephone conference with Company and K&E team work in process re various questions.
03/01/19	Stephen E. Hessler, P.C.	1.50	Conference with K&E team and Company re work in process.
03/01/19	Francis Petrie	0.90	Telephone conference with Company re business issues.
03/01/19	Brad Weiland	1.80	Correspond with K&E team, A&M re business operations items (.7); review and analyze strategy re same (.6); follow up re planning re same (.5).
03/02/19	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team and Company re work in process.
03/03/19	Stephen E. Hessler, P.C.	0.50	Conference and correspond with K&E team and Company re work in process.
03/03/19	Francis Petrie	2.20	Correspond with K&E team re strategy deck (.4); review and revise same (1.8).
03/04/19	Stephen E. Hessler, P.C.	2.50	Telephone conference and correspond with K&E team and Company re work in process.
03/04/19	Francis Petrie	4.30	Telephone conference with PJT, A&M, K&E teams re strategy (.8); telephone conference with K&E team re business issues (.5); review and revise materials re same (1.5); correspond with K&E team re same (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/19	Stephen E. Hessler, P.C.	2.50	Telephone conference and correspond with K&E team and Company re work in process.
03/05/19	Ross M. Kwasteniet, P.C.	2.50	Prepare for and participate in PMO update telephone conference with Company and advisors (1.1); prepare for and participate in case strategy telephone conference with Company and advisors (1.4).
03/05/19	John R. Luze	1.00	Conference with Company, A&M, PJT, and K&E team re business issues.
03/05/19	Francis Petrie	1.60	Prepare for and telephonically attend conference with K&E team, Company re strategy (1.1); telephone conference with K&E team, Company re business issues (.5).
03/05/19	Brad Weiland	2.20	Prepare for and participate in telephone conference with Company, other advisors re process management (1.0); prepare for and participate in telephone conference with Company and other advisors re business plan and strategy (1.0); correspond with K&E team re same (.2).
03/05/19	Brad Weiland	2.20	Review and analyze business operations and business plan items (.5); correspond with K&E team re same (1.1); review and analyze presentation materials re same (.6).
03/06/19	Stephen E. Hessler, P.C.	3.00	Conference and correspond with K&E team and Company re logistics for restructuring meeting at Company (.5); conference with K&E team and Company re work in process (2.5).
03/06/19	John R. Luze	0.50	Conference with Company legal re business questions.
03/07/19	Stephen E. Hessler, P.C.	1.50	Telephone conference and correspond with K&E team and Company re work in process.
03/07/19	Stephen E. Hessler, P.C.	0.30	Conference and correspond with K&E team and Company re work in process.
03/07/19	Marc Kieselstein, P.C.	0.60	Telephone conference with K&E team re contents of and agenda for strategy session.
03/07/19	Ross M. Kwasteniet, P.C.	1.40	Prepare for and participate in PMO update telephone conference with Company and advisors.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/19	John R. Luze	2.40	Conference with Company, A&M, and K&E team re operating in chapter 11 (1.1); conference with Company, A&M, and K&E team re operations and chapter 11 update (1.0); conference with WIN legal re business questions (.3).
03/07/19	Francis Petrie	0.70	Review and revise materials re Company strategy conference (.5); telephone conferences with B. Weiland re same (.2).
03/08/19	Francis Petrie	0.50	Telephone conference with K&E team, Company re business issues.
03/08/19	Brad Weiland	0.90	Review and analyze business operations and payments items (.6); correspond with K&E team, Company re same (.3).
03/09/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team re independent directors.
03/09/19	Francis Petrie	5.30	Review and revise materials re strategy session (3.8); correspond with K&E team re same (1.5).
03/10/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team re board meeting logistics (.2) conference with K&E team and re work in process (.3).
03/10/19	Francis Petrie	4.60	Review and revise materials re strategy session.
03/11/19	Stephen E. Hessler, P.C.	2.10	Conference and correspond with K&E team and Company re work in process.
03/11/19	Marc Kieselstein, P.C.	1.40	Review and revise materials for Little Rock meeting with senior management, telephone conferences re same.
03/11/19	Francis Petrie	6.50	Telephone conference with K&E team, Company re business issues (.5); review and revise materials re strategy session (3.5); correspond with K&E team, PJT re same (2.5).
03/12/19	Gene S. Goldmintz	0.20	Correspond with Company re business plan and finances.
03/12/19	Stephen E. Hessler, P.C.	1.00	Telephone conference and correspond with K&E team re board deck.
03/12/19	Stephen E. Hessler, P.C.	2.60	Telephone conference and correspond with K&E team and Company re restructuring planning meeting (1.0); conference and correspond with K&E team and Company re work in process (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/19	Marc Kieselstein, P.C.	1.20	Review updated materials for summit meeting and telephone conferences re same.
03/12/19	Francis Petrie	5.30	Review and revise materials re Company strategy session (3.7); correspond with K&E team, PJT re same (1.6).
03/12/19	Brad Weiland	2.30	Review and analyze business plan items and presentation re business plan and strategy (1.4); correspond with Company, K&E team and other advisors re same (.9).
03/13/19	Ross M. Kwasteniet, P.C.	4.50	Prepare for and participate in strategy conference with K&E team and other advisors.
03/14/19	Stephen E. Hessler, P.C.	0.90	Conference with K&E team re independent directors.
03/14/19	Stephen E. Hessler, P.C.	2.20	Telephone conference with K&E team, PJT and A&M re advisor catch up (.6); conference and correspond with K&E team and Company re work in process (1.6).
03/14/19	Ross M. Kwasteniet, P.C.	1.50	Prepare for and participate in PMO meeting with management and advisors (.9); prepare for and participate in advisor update call (.6).
03/14/19	John R. Luze	1.20	Conference with Company, K&E team, PJT and A&M re chapter 11 and operations update (.7); conference with Company legal re business questions (.5).
03/14/19	Brad Weiland	1.40	Review and analyze business operations items and correspond with Company, K&E team re same (.8); telephone conference with Company, A&M re work in progress and state of business stabilization (.6).
03/15/19	Stephen E. Hessler, P.C.	1.50	Conference and correspond with K&E team and Company re work in process.
03/16/19	Stephen E. Hessler, P.C.	0.80	Conference and correspond with K&E team and Company re work in process.
03/17/19	Stephen E. Hessler, P.C.	0.50	Conference and correspond with K&E team and Company re work in process.
03/19/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team and Company re independent directors.
03/19/19	Stephen E. Hessler, P.C.	1.60	Telephone conference with K&E team and Company re work in process.
03/19/19	Ross M. Kwasteniet, P.C.	0.80	Prepare for and participate in telephone conference re business issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	John R. Luze	0.80	Conference with Company, K&E team, PJT, and A&M re operations and chapter 11 case status.
03/19/19	Brad Weiland	0.80	Prepare for and participate in telephone conference with Company, A&M re business status and operational items.
03/20/19	Stephen E. Hessler, P.C.	3.50	Telephone conference with K&E team, Company and PJT re same (.5); telephone conference with K&E team, Company and A&M re retentions and second day motions (.5); conference and correspond with K&E team and Company re work in process (2.5).
03/20/19	Ross M. Kwasteniet, P.C.	1.50	Review, analyze restructuring strategy.
03/21/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with Company and A. Wells re independent directors.
03/21/19	Stephen E. Hessler, P.C.	2.00	Telephone conference with K&E team, Company and advisors re status update (1.0); telephone conference with K&E team, Company and A&M re weekly status update (.5); conference and correspond with K&E team and Company re work in process (.5).
03/21/19	Ross M. Kwasteniet, P.C.	1.50	Review, analyze second day pleading status and case strategy.
03/21/19	Brad Weiland	1.50	Correspond with Company, advisor team re vendor and business items (.4); telephone conference with A&M re business operations update materials (.4); telephone conference with K&E team, advisors and Company re business operations and case status (.7).
03/22/19	Stephen E. Hessler, P.C.	0.30	Telephone conference and correspond with K&E team re board.
03/22/19	Stephen E. Hessler, P.C.	1.50	Telephone conference with the K&E team re status update (.5); conference and correspond with K&E team and Company re work in process (1.0).
03/22/19	Ross M. Kwasteniet, P.C.	1.00	Review, analyze second day pleading status and case strategy.
03/23/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team and Company re work in process.
03/23/19	Stephen E. Hessler, P.C.	1.30	Conference and correspond with K&E team and Company re work in process.
03/24/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team re board materials.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/19	Stephen E. Hessler, P.C.	0.30	Telephone conference with K&E team and Company re work in process.
03/24/19	Stephen E. Hessler, P.C.	1.20	Conference and correspond with K&E team and Company re work in process.
03/24/19	Ross M. Kwasteniet, P.C.	4.50	Review and revise second day pleadings.
03/25/19	Stephen E. Hessler, P.C.	3.00	Telephone conference with K&E team re updates (.5); conference with K&E team and Company re work in process (2.5).
03/25/19	Stephen E. Hessler, P.C.	1.50	Conference and correspond with K&E team and Company re work in process.
03/25/19	Brad Weiland	0.80	Correspondence and review materials re surety bond items (.5); correspond with K&E team, Company re vendor and business items (.3).
03/26/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team, Company and PJT re board materials.
03/26/19	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team, PJT, A&M and Company re status/updates (.5); conference and correspond with K&E team and Company re work in process (1.0).
03/26/19	John R. Luze	1.00	Conference with Company, PJT, A&M, and K&E team re case status and operations in chapter 11.
03/26/19	Brad Weiland	1.80	Prepare for and participate in PMO telephone conference with Company, advisors (.7); review and analyze pleadings for filing (1.1).
03/27/19	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team re board materials (.5); review and revise same (.5).
03/27/19	Stephen E. Hessler, P.C.	1.50	Telephone conference with K&E team and Company re work in process.
03/27/19	Stephen E. Hessler, P.C.	1.00	Conference and correspond with K&E team and Company re work in process.
03/28/19	Stephen E. Hessler, P.C.	2.50	Prepare for and participate in Mid-Quarter board meeting telephonically.
03/28/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team and Company re work in process.
03/28/19	Stephen E. Hessler, P.C.	0.80	Conference and correspond with K&E team and Company re work in process.
03/29/19	Stephen E. Hessler, P.C.	1.60	Conference and correspond with K&E team and Company re work in process.

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>
03/30/19	Stephen E. Hessler, P.C.	0.30	Telephone conference with K&E team and Company re work in process.
03/30/19	Stephen E. Hessler, P.C.	1.00	Conference and correspond with K&E team and Company re work in process.
03/31/19	Stephen E. Hessler, P.C.	0.80	Conference and correspond with K&E team and Company re work in process.
<b>Total</b>		<b>141.10</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012848**

**Client Matter: 24706-11**

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## In the Matter of Case Administration

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 42,657.00

Total legal services rendered

\$ 42,657.00

Legal Services for the Period Ending March 31, 2019 Pg 60 of 255

Invoice Number: 1050012848

Windstream Holdings, Inc.

Matter Number: 24706-11

Case Administration

**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	14.60	325.00	4,745.00
Ryan Besaw	1.10	325.00	357.50
Spencer Caldwell-McMillan	1.20	595.00	714.00
Neda Davanipour	1.30	705.00	916.50
Jackie Duhl	2.30	595.00	1,368.50
Emily Anna Flynn	1.50	595.00	892.50
Stephen Ford	1.20	595.00	714.00
Julia R. Foster	2.50	325.00	812.50
Stephen E. Hessler, P.C.	3.80	1,565.00	5,947.00
Alex Hevia	0.30	595.00	178.50
Heidi Hockberger	1.10	705.00	775.50
Katie Kane	3.30	265.00	874.50
George Klidonas	1.10	1,045.00	1,149.50
Hannah Kupsky	3.80	325.00	1,235.00
John R. Luze	1.40	995.00	1,393.00
Carrie Therese Oppenheim	15.00	430.00	6,450.00
Francis Petrie	3.60	705.00	2,538.00
Cristine Pirro	0.20	1,135.00	227.00
Andrew Polansky	1.20	595.00	714.00
Tommy Scheffer	1.80	595.00	1,071.00
Trudy Smith	0.80	705.00	564.00
Sven Soderberg	1.00	430.00	430.00
Nacif Taousse	1.10	705.00	775.50
Dan Varn	2.90	265.00	768.50
Daniel Weil	2.50	265.00	662.50
Brad Weiland	5.00	1,255.00	6,275.00
Logan Taylor Wiggins	0.30	360.00	108.00
<b>TOTALS</b>	<b>75.90</b>		<b>\$ 42,657.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/26/19	Ryan Besaw	0.90	Archive filed petitions to K&E files (.5); correspond with Company and K&E team re same (.4).
02/26/19	Julia R. Foster	1.10	Pull and compile filed petitions.
02/26/19	Daniel Weil	2.50	Delivery bankruptcy filing documents to Bankruptcy Clerk's office.
02/27/19	Hannah Kupsky	0.50	Circulate folders of first day pleadings (.2); organize documents re same (.3).
02/28/19	Anthony Abate	1.20	Prepare binders of filed materials for Company (1.0); prepare and file board resolution (.2).
02/28/19	Hannah Kupsky	0.10	Prepare copies of organizational chart.
02/28/19	Carrie Therese Oppenheim	0.60	Review and proof pleading and petition binders for Company distribution (.3); correspond with A. Prescott re key chapter 11 documents (.1); update attorney ECF notifications (.2).
02/28/19	Brad Weiland	2.40	Telephone conferences with Company re administration of case and upcoming events/workstreams.
02/28/19	Logan Taylor Wiggins	0.30	Draft case calendar.
03/01/19	Anthony Abate	1.40	Draft notice of hearing template (.4); compile binder of first day motions and orders (1.0).
03/01/19	Ryan Besaw	0.20	Arrange voice mailbox re creditor communications.
03/01/19	Jackie Duhl	0.10	Circulate invitation re creditors meeting.
03/01/19	Hannah Kupsky	0.20	Prepare docket update.
03/01/19	Carrie Therese Oppenheim	2.30	Draft, revise critical dates list (1.0); review precedent re same (.4); correspond with J. Luze re pending deadlines (.2); correspond with KCC team re noticing plan (.5); correspond with J. Luze and J. Chong re post-petition matter numbers (.2).
03/02/19	Hannah Kupsky	0.10	Circulate first day pleadings and correspond with S. McMillian re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/19	Carrie Therese Oppenheim	1.10	Review, revise notices re second day hearing (.6); correspond with K&E team re post-petition billing matters (.2); correspond with KCC and K&E team re first day service (.3).
03/05/19	Carrie Therese Oppenheim	0.50	Review, revise notices of second day hearing (.3); correspond with KCC team re service plan and execution (.2).
03/05/19	Sven Soderberg	1.00	Distribute copies of first day pleadings.
03/06/19	Anthony Abate	2.80	Update post-petition pleading template (.5); review and revise second day pleadings (2.0); prepare and file notices of final DIP hearing and second day hearing (.3).
03/06/19	Spencer Caldwell-McMillan	0.20	Attend telephone conference with K&E team re work in process.
03/06/19	Neda Davanipour	0.40	Attend telephone conference with K&E team re work in process.
03/06/19	Jackie Duhl	0.20	Conference with K&E team re work in process chart.
03/06/19	Emily Anna Flynn	0.30	Prepare for and telephonically attend conference with K&E team re work in process.
03/06/19	George Klidonas	0.30	Telephone conference with K&E team re status and update.
03/06/19	John R. Luze	0.50	Conference with K&E team re work in process.
03/06/19	Carrie Therese Oppenheim	1.10	Finalize second day hearing notices for filing (.2); telephone conference with A. Gorman re KCC noticing plan and creditor inquiries (.3); update case calendar (.2); revise post-petition pleading template (.4).
03/06/19	Francis Petrie	0.80	Telephone conferences with K&E team re work in process (.5); correspond with K&E team re case summary, status (.3).
03/06/19	Andrew Polansky	0.30	Prepare for, attend conference with K&E team re work in process.
03/06/19	Tommy Scheffer	0.50	Prepare for, participate in telephone conference with K&E team re work in process.
03/06/19	Nacif Taousse	0.30	Attend telephone conference with K&E team re work in process.
03/06/19	Brad Weiland	0.30	Telephone conference with court personnel re clerk of court questions with court personnel.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/19	Hannah Kupsky	0.30	Prepare docket update (.2); prepare copies of organization chart (.1).
03/07/19	Carrie Therese Oppenheim	0.20	Review, revise pleading template.
03/07/19	Francis Petrie	0.30	Review and analyze work in process summary chart (.1); revise case summary (.1); correspond with K&E team re same (.1).
03/08/19	Hannah Kupsky	0.70	Prepare docket update (.2); update second day motions with global edits (.5).
03/08/19	Brad Weiland	0.60	Correspond with K. Moody re case status and open items.
03/11/19	Katie Kane	1.00	Pull precedent from re Global Crossing and other archived cases.
03/11/19	Carrie Therese Oppenheim	0.50	Review, revise pleading template and notice of motion template (.3); review case management order re requirements for same (.2).
03/12/19	Anthony Abate	0.80	Search for and distribute precedent pleadings (.2); correspond with KCC team re second day pleadings (.2); review and revise second day pleadings (.4).
03/12/19	Katie Kane	1.00	Pull available pleadings for various cases and pull docket numbers of unavailable pleadings.
03/13/19	Jackie Duhl	0.10	Conference with S. Caldwell-McMillan re work in process chart.
03/13/19	Stephen E. Hessler, P.C.	2.50	Telephone conference and correspond with K&E team and Company re work in process.
03/13/19	Carrie Therese Oppenheim	2.50	Review proposed second day orders (.4); revise final case management order (.3); correspond with J. Luze re same (.1); review, revise second day pleadings for attorney review (1.7).
03/14/19	Stephen Ford	0.20	Office conference with F. Petrie re case workstreams.
03/14/19	Carrie Therese Oppenheim	0.40	Review, finalize notice of commencement (.2); telephone conference with A. Gorman re service of same and upcoming key dates (.2).
03/14/19	Francis Petrie	0.60	Prepare for and office conference with S. Ford re case status, ongoing workstreams.
03/15/19	Spencer Caldwell-McMillan	0.50	Telephone conference with K&E team re case status.
03/15/19	Neda Davanipour	0.50	Attend telephone conference with K&E team re case status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/19	Emily Anna Flynn	0.50	Telephone conference with K&E team re work in process.
03/15/19	Stephen Ford	0.30	Conference with K&E team re work in process.
03/15/19	Heidi Hockberger	0.30	Correspond with J. Luze re case background and next steps.
03/15/19	George Klidonas	0.50	Telephone conference with K&E team re case status and update.
03/15/19	Hannah Kupsky	0.60	Attend telephone conference with K&E team re work in process.
03/15/19	John R. Luze	0.50	Conference with K&E team re work in process.
03/15/19	Carrie Therese Oppenheim	1.60	Prepare for and participate in K&E work in process meeting (.6); review, index data room diligence to case files (.3); revise final case management order (.3); correspond with J. Luze re second day pleadings (.2); distribute drafts of same (.2).
03/15/19	Francis Petrie	1.20	Correspond with S. Golden, K&E team re upcoming hearing dates (.7); telephone conferences with K&E team re work in process (.5).
03/15/19	Andrew Polansky	0.50	Telephone conference with K&E team re work in process.
03/15/19	Tommy Scheffer	0.50	Participate in telephone conference with K&E team re work in process.
03/15/19	Trudy Smith	0.50	Attend telephone conference with K&E team re work in process.
03/15/19	Nacif Taousse	0.50	Attend telephone conference with K&E team re work in process.
03/16/19	Heidi Hockberger	0.20	Review and analyze first day pleadings and orders.
03/17/19	Carrie Therese Oppenheim	0.30	Prepare draft second day motions for attorney review.
03/19/19	Anthony Abate	2.00	Attend telephonic work in process conference with K&E team (.4); implement global changes to second day pleadings (1.6).
03/19/19	Spencer Caldwell-McMillan	0.50	Attend telephone conference with K&E team re work in process.
03/19/19	Emily Anna Flynn	0.40	Prepare for and participate in telephone conference with K&E team re work in process.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Stephen Ford	0.40	Telephone conference with K&E team re work in process.
03/19/19	Julia R. Foster	1.40	Review and revise Second Day Pleadings.
03/19/19	Heidi Hockberger	0.30	Attend conference with K&E team re work in process.
03/19/19	Katie Kane	1.30	Pull precedent re FCC and PUC pleadings across various cases (.7); pull archived pleading docket numbers and place library order (.4); order more archived pleadings from the WorldCom case (.2).
03/19/19	Hannah Kupsky	0.40	Prepare redlines of second day pleadings.
03/19/19	John R. Luze	0.40	Conference with K&E team re work in process and next steps.
03/19/19	Carrie Therese Oppenheim	1.90	Participate in K&E work in process meeting (.4); revise pleading template re post-petition updates (.4); review, revise second day pleadings (.7); compile same for Company distribution (.4).
03/19/19	Tommy Scheffer	0.40	Participate in work in process telephone conference with K&E team.
03/19/19	Trudy Smith	0.30	Attend telephone conference with K&E team re work in process.
03/21/19	Hannah Kupsky	0.30	Update second day motions with global edits.
03/21/19	Carrie Therese Oppenheim	0.30	Revise second day pleadings re global updates.
03/22/19	Dan Varn	1.60	Download due diligence documents and populate the DMS database re same.
03/22/19	Brad Weiland	0.80	Correspond with K&E team and other advisors re open items, status of same.
03/25/19	Anthony Abate	0.50	Review and revise case management final order.
03/25/19	Carrie Therese Oppenheim	0.90	Review second day motions (.4); prepare redlines of same for Company distribution (.5).
03/25/19	Dan Varn	0.60	Create redlines re second day pleadings and circulate for attorney review.
03/25/19	Brad Weiland	0.90	Prepare for and participate in telephone conference with K&E team re open items and workstreams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/19	Anthony Abate	5.00	Attend telephonic work in process conference with K&E team (.4); draft and revise second day pleadings filing plan (.8); prepare board materials for J. Luze (.2) review and revise second day pleadings for filing (1.0); review, revise, and file second day pleadings (2.6).
03/26/19	Neda Davanipour	0.40	Prepare for and attend telephone conference with K&E team re case status.
03/26/19	Jackie Duhl	0.30	Conference with K&E team re work in process chart.
03/26/19	Emily Anna Flynn	0.30	Telephone conference with K&E team re work in process.
03/26/19	Stephen Ford	0.30	Telephone conference with K&E team re work in process.
03/26/19	Stephen E. Hessler, P.C.	1.30	Conference and correspond with K&E team and Company re work in process.
03/26/19	Alex Hevia	0.30	Telephonic conference with K&E team re case management.
03/26/19	Heidi Hockberger	0.30	Telephone conference with K&E team re work in process.
03/26/19	George Klidonas	0.30	Telephone conference with K&E team re status and update.
03/26/19	Hannah Kupsky	0.40	Attend telephone conference with K&E team re work in process.
03/26/19	Carrie Therese Oppenheim	0.80	Participate in office conference with K&E team re work in process (.5); correspond with KCC team re service of second day filings (.3).
03/26/19	Francis Petrie	0.70	Telephone conference with K&E team re work in process (.5); correspond with chambers re filing procedures (.2).
03/26/19	Andrew Polansky	0.40	Prepare for, attend conference with K&E team re work in process.
03/26/19	Tommy Scheffer	0.40	Participate in telephone conference with K&E team re work in process.
03/26/19	Nacif Taousse	0.30	Attend telephone conference with K&E team re work in process.
03/26/19	Dan Varn	0.70	Review and update first day pleadings.
03/27/19	Jackie Duhl	1.60	Research and draft chart re major parties and advisors.
03/27/19	Hannah Kupsky	0.20	Distribute filed pleadings to K&E team.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/19	Cristine Pirro	0.20	Conference with H. Kupsky re various first day and operational item status.
03/28/19	Anthony Abate	0.90	Prepare second day pleading orders (.4); compile binder re second day pleadings for Company (.5).
<b>Total</b>		<b>75.90</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012847**

**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, 2019  
(see attached Description of Legal Services for detail)

\$ 522,567.50

Total legal services rendered

\$ 522,567.50

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Legal Services for the Period Ending March 31, 2019

Invoice Number: 1050012847

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	0.10	325.00	32.50
Richard B. Aftanas, P.C.	1.00	1,545.00	1,545.00
Neda Davanipour	2.80	705.00	1,974.00
Jackie Duhl	1.00	595.00	595.00
Emily Anna Flynn	3.40	595.00	2,023.00
Brian Ford, P.C.	52.10	1,275.00	66,427.50
Susan D. Golden	0.30	1,135.00	340.50
Gene S. Goldmintz	93.20	920.00	85,744.00
Erik Hepler	0.70	1,365.00	955.50
Stephen E. Hessler, P.C.	1.80	1,565.00	2,817.00
Katie Kane	0.90	265.00	238.50
Marc Kieselstein, P.C.	6.90	1,565.00	10,798.50
George Klidonas	34.60	1,045.00	36,157.00
Hannah Kupsky	4.20	325.00	1,365.00
Ross M. Kwasteniet, P.C.	26.60	1,515.00	40,299.00
Library Factual Research	0.90	360.00	324.00
John R. Luze	2.90	995.00	2,885.50
Carrie Therese Oppenheim	7.00	430.00	3,010.00
Robert Orren	1.80	430.00	774.00
Francis Petrie	0.30	705.00	211.50
Cristine Pirro	28.40	1,135.00	32,234.00
Renee M. Prescan	1.30	430.00	559.00
Preeta D. Reddy	3.50	920.00	3,220.00
P. Paul Rezvani	50.80	1,045.00	53,086.00
Ryan Rouleau	7.30	325.00	2,372.50
Tommy Scheffer	50.10	595.00	29,809.50
Reed T. Schuster	1.60	995.00	1,592.00
Rohit Sengupta	11.00	805.00	8,855.00
Anthony Vincenzo Sexton	0.50	1,185.00	592.50
Sven Soderberg	54.60	430.00	23,478.00
Elizabeth Thorne	75.70	805.00	60,938.50
Brad Weiland	37.70	1,255.00	47,313.50

<b>TOTALS</b>	<b>565.00</b>	<b>\$ 522,567.50</b>
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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>
02/25/19	Jackie Duhl	1.00	Calculate bank account categories re cash management motion.
02/25/19	Brian Ford, P.C.	7.00	Finalize DIP term sheet (3.5); review and comment on DIP order (2.0); telephone conferences with K&E team re same (1.5).
02/25/19	Gene S. Goldmintz	19.50	Revise cash management motion (3.2); analyze materials re same (.8); draft cash management schematic (1.2); draft and file DIP motion (6.2); draft and revise DIP declaration (4.8); analyze materials re same, including term sheet and DIP interim order (2.6); correspond with K&E team re same (.7).
02/25/19	Marc Kieselstein, P.C.	1.70	Negotiations with various parties re form of priming and consent fee (1.0); telephone conferences with K&E team re same (.7).
02/25/19	George Klidonas	13.20	Review, revise DIP motion (4.0); review, revise DIP order (3.3); review, revise DIP declaration (4.2); telephone conference with K&E team and Citibank advisors re DIP term sheet and review materials re same (.8); review, analyze DIP commitment papers (.9).
02/25/19	Ross M. Kwasteniet, P.C.	9.50	Negotiations re DIP term sheet (5.0); negotiations re interim DIP order (4.5).
02/25/19	John R. Luze	2.90	Review, analyze financing issues (1.2); review, analyze vendor and financing issues (1.5); correspond with Company and K&E team re same (.2).
02/25/19	Carrie Therese Oppenheim	0.70	Correspond with K&E team re search results, good standing, and certified charter retrievals and orders.
02/25/19	Cristine Pirro	4.00	Review and revise DIP motion, declaration, motion to seal.
02/25/19	P. Paul Rezvani	12.00	Review, analyze issues re DIP commitment papers (3.6); review, analyze issues re related closing deliverables (3.2); correspond with DPW team re same (1.2); correspond with K&E team re same (4.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/19	Tommy Scheffer	16.00	Correspond with K&E team re DIP motion (.3), declaration in support of same (.4); telephone conference with K&E, DPW teams, Company, and Citi re DIP term sheet (.8); telephone conference with K&E, DPW teams re DIP order (.3); telephone conferences with K&E team, Company re DIP (1.0); revise DIP motion (2.3); correspond with K&E, PJT teams re same (1.1); revise declaration in support of DIP motion (4.0), correspond with K&E, PJT teams re same (2.1); telephone conferences with K&E team re same (.4); revise interim DIP order (.8); correspond with K&E team re same (.9); revise talking points re DIP motion (1.6).
02/25/19	Tommy Scheffer	4.00	Prepare DIP motion, proposed DIP order, and declaration in support of DIP motion for filing.
02/25/19	Sven Soderberg	2.50	Order charters and good standings documents.
02/25/19	Sven Soderberg	9.00	Summarize lien search results (3.0); order good standings and charters (2.0); prepare, finalize materials re filing (4.0).
02/25/19	Elizabeth Thorne	9.80	Telephone conference with Citi, DPW, Company and advisors re DIP term sheet (.8); draft and locate pre-funding deliverables (1.7); telephone conference with DPW re DIP order (.3); telephone conferences with P. Rezvani re DIP financing (.5); review, analyze lien search results (2.6); draft Consent (.9); review, analyze compiled bylaws of all guarantors for secretary's certificate (3.0).
02/25/19	Brad Weiland	5.40	Prepare and revise DIP materials (1.3); correspond with K&E team, Company, PJT re DIP (1.2); review and revise DIP motion (.9); review and analyze materials re cash management (.6); correspond with Company, K&E team re DIP settlement/consent (1.4).
02/26/19	Brian Ford, P.C.	3.00	Review, revise DIP order.
02/26/19	Brian Ford, P.C.	1.50	Analyze issues re priming consent issue.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/19	Gene S. Goldmintz	8.70	Draft cash management talking points (.6); draft and file amended DIP motion (2.0); revise interim DIP order (3.0); office conferences with DIP parties, B. Weiland, G. Klidonas re same (1.5); telephone conference with Milbank re interim DIP order (.6); further revise same (1.0).
02/26/19	Marc Kieselstein, P.C.	3.80	Review open DIP order issues (2.8); negotiation of priming consent with 1L term lenders ad hoc group (1.0).
02/26/19	George Klidonas	4.40	Review and revise amended DIP motion and related pleadings (2.1); review and revise DIP order after first day hearing (2.3).
02/26/19	Ross M. Kwasteniet, P.C.	9.50	Negotiations re DIP term sheet (4.5); negotiations re interim DIP order (5.0).
02/26/19	Carrie Therese Oppenheim	1.40	Revise Leone declaration (.7); finalize and file same (.5); correspond with K&E team re DIP motion and motion to seal (.2).
02/26/19	Robert Orren	1.80	Prepare DIP pleadings for filing (1.2); file same (.6).
02/26/19	Cristine Pirro	12.00	Review, revise DIP motion, orders, declaration (4.0); respond to initial DIP and cash management objections (4.0); review and comment on press releases (.3); review and revise DIP orders per hearing (2.9); attend telephone conference with K&E team re DIP (.8).
02/26/19	P. Paul Rezvani	8.50	Analyze DIP financing issues (4.0); analyze closing deliverables issues (4.0); correspond with DPW re same (.5).
02/26/19	Tommy Scheffer	6.20	Review, revise DIP motion (2.0); review, revise declaration in support of DIP motion (2.0); review, revise interim DIP order (2.2).
02/26/19	Sven Soderberg	8.30	Summarize lien searches (4.0); order charters and good standings (4.0); distribute documents to K&E team (.3).
02/26/19	Elizabeth Thorne	7.10	Distribute signature pages to funding CP documents (.3); review and comment on funding CP documents (4.0); draft schedules (1.7); update basket chart (1.1).
02/26/19	Brad Weiland	2.50	Review and revise DIP materials for filing (1.6); file DIP materials (.3); amend DIP motion (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/19	Brian Ford, P.C.	7.50	Review DIP order (2.4); review and comment on DIP credit agreement (3.9); correspond with K&E team re same (1.2).
02/27/19	Gene S. Goldmintz	4.50	Correspond with DIP parties re changes to interim DIP order (1.8); correspond with B. Weiland re same (.6); revise interim DIP order re same (2.1).
02/27/19	George Klidonas	3.30	Review and revise interim DIP order (2.6); correspond with stakeholders and K&E team re same (.7).
02/27/19	Ross M. Kwasteniet, P.C.	3.50	Follow up negotiations re interim DIP order.
02/27/19	Carrie Therese Oppenheim	0.60	Draft notice of filing redacted fee letters.
02/27/19	Cristine Pirro	1.00	Review, analyze edits to DIP order.
02/27/19	Rohit Sengupta	2.50	Revise perfection certificate (1.5); review, analyze conditions precedent (1.0).
02/27/19	Sven Soderberg	9.30	Summarize lien search results (4.0); summarize charters and good standings (4.0); conference with K&E team re same (1.3).
02/27/19	Elizabeth Thorne	5.50	Revise schedules (2.1); review credit agreement against term sheet (1.6); update basket chart (1.2); send deliverables to DPW (.3); correspond with paralegals re same (.3).
02/27/19	Brad Weiland	1.90	Review and revise DIP materials.
02/28/19	Brian Ford, P.C.	5.50	Review and comment on credit agreement (4.0); telephone conference with K&E team re same (1.5).
02/28/19	Gene S. Goldmintz	4.40	Correspond with DIP parties re changes to interim DIP order (2.0); correspond with B. Weiland re same (.6); revise interim DIP order re same (1.5); correspond with U.S. Trustee re interim DIP order (.3).
02/28/19	George Klidonas	0.40	Telephone conference with K&E team re consent issue and review materials re same.
02/28/19	Ross M. Kwasteniet, P.C.	2.50	Follow up negotiations re interim DIP order.
02/28/19	Carrie Therese Oppenheim	0.70	Review and revise DIP notice of redacted fee letters (.5); file same (.2).
02/28/19	Carrie Therese Oppenheim	0.40	Draft notice of final DIP hearing.
02/28/19	Cristine Pirro	0.30	Review correspondence re DIP order.
02/28/19	P. Paul Rezvani	5.00	Review and revise DIP credit agreement (3.5); telephone conference with Company re open issues (1.0); review and revise term lender consent (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/19	Tommy Scheffer	0.50	Correspond with K&E team re interim DIP order.
02/28/19	Rohit Sengupta	1.00	Review and revise schedules.
02/28/19	Anthony Vincenzo Sexton	0.50	Review and revise DIP credit agreement.
02/28/19	Sven Soderberg	7.30	Summarize lien search results (4.0); summarize good standings and charters (3.3).
02/28/19	Elizabeth Thorne	5.80	Telephone conference with Company re credit agreement (.6); revise schedules to send to Company (1.7); revise credit agreement (2.2); circulate credit agreement to specialists and input specialist comments (.3); complete and circulate initial drafts of shell schedules and perfection certificate (.4); telephone conference with paralegal re lien searches (.6).
02/28/19	Brad Weiland	1.40	Review and analyze DIP order (.6); review and analyze consent draft (.3); correspond with K&E team re same (.5).
03/01/19	Neda Davanipour	2.80	Correspond with Company, A&M and K&E team re set off rights and research re same.
03/01/19	Susan D. Golden	0.30	Telephone conference with D. Li re entry of DIP order (.2); correspond with B. Weiland re same (.1).
03/01/19	George Klidonas	1.70	Review interim DIP order and correspond with K&E team re same (1.1); review and revise FTI engagement letter and correspond with K&E team re same (.6).
03/01/19	Ross M. Kwasteniet, P.C.	1.60	Review comments to DIP order (1.2); correspond with K&E team re same (.4).
03/01/19	Carrie Therese Oppenheim	0.40	Correspond with K&E team re status of searches and charter retrieval.
03/01/19	P. Paul Rezvani	3.50	Review, analyze matters re closing deliverables (2.5); correspond with E. Thorne re same (.5); review and correspond re interest rate calculation from Company (.5).
03/01/19	Sven Soderberg	10.00	Summarize lien search results, charters, good standings.
03/01/19	Elizabeth Thorne	2.80	Review and revise FTI and Paul Weiss Letters (2.3); conference with J. Duhl, G. Klidonas, B. Weiland re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/19	Brad Weiland	1.70	Review and analyze DIP order and correspond with team re same (.5); review and analyze DIP credit agreement and status re same (.7); correspond with K&E team, Company re comments and revise re same (.5).
03/02/19	Francis Petrie	0.30	Correspond with K&E team, BlackRock re ICA.
03/03/19	P. Paul Rezvani	0.50	Review and correspond with DPW re joinders to DIP commitment papers.
03/04/19	Brian Ford, P.C.	3.30	Review consent issues (1.7); review DIP closing matters (1.6).
03/04/19	Marc Kieselstein, P.C.	1.40	Telephone conferences with K&E team re financing issue.
03/04/19	George Klidonas	1.80	Review interim DIP order re reporting requirements and professional fee issues (1.6); review Texas taxing authority DIP objection (.2).
03/04/19	Cristine Pirro	0.20	Review objection from Texas taxing authority.
03/04/19	P. Paul Rezvani	4.50	Review revised draft of DIP credit agreement (2.5); prepare an open issues list (1.5); review and revise DIP credit agreement compliance guide and correspond with E. Thorne re same (.5).
03/04/19	Reed T. Schuster	1.10	Review, analyze ICA diligence matters.
03/04/19	Sven Soderberg	2.00	Summarize lien search results and charters.
03/04/19	Brad Weiland	2.60	Review and analyze DIP order (.8); review and analyze consent solicitation materials (.6); review and analyze fee items re same (.5); correspond with K&E team re same (.3); correspond with Company, PJT re DIP and adequate protection items (.4).
03/05/19	Brian Ford, P.C.	4.00	Review and comment on credit agreement (3.0); telephone conference with K&E team re same (1.0).
03/05/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with M. Kieselstein and L. Strubeck re bond issues.
03/05/19	George Klidonas	2.90	Review and analyze Interim DIP Order and prepare materials for Company re reporting requirements.
03/05/19	Carrie Therese Oppenheim	0.20	Revise notice of final DIP hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/19	P. Paul Rezvani	4.00	Review and revise the K&E legal opinion (1.0); review and revise GC legal opinion (1.0); review and revise schedules to credit agreement (1.0); review and revise closing deliverables for DIP financing (1.0).
03/05/19	Reed T. Schuster	0.20	Review ICA diligence matters.
03/05/19	Elizabeth Thorne	8.80	Review and revise compliance guide (1.1); review security agreement (2.0); telephone conference with DPW (.4); telephone conference with Company re credit agreement (.5); review and revise schedule re Company comments (2.0); draft liens schedule (2.8).
03/05/19	Brad Weiland	1.80	Review and analyze DIP credit agreement (.9); correspond with K&E team re same (.3); prepare and revise comments re same (.6).
03/06/19	Brian Ford, P.C.	3.80	Review various closing matters (3.0); correspond with K&E team re same (.8).
03/06/19	Carrie Therese Oppenheim	0.20	Correspond with C. Pirro re DIP pleadings and pending objections.
03/06/19	Cristine Pirro	0.30	Review correspondence re professionals' letters and retainer requests re DIP order.
03/06/19	Preeta D. Reddy	2.00	Review and revise comments to credit and security documents.
03/06/19	P. Paul Rezvani	4.00	Review and revise security agreement (2); review and revise items re schedules to credit agreement and perfection certificate (1.5); review and correspond re comments to credit agreement (.5).
03/06/19	Reed T. Schuster	0.30	Review and revise IC A diligence.
03/06/19	Sven Soderberg	1.00	Summarize lien search results.
03/06/19	Elizabeth Thorne	8.80	Telephone conference with Company re Perfection Certificate and schedules (.4); draft fee letters (Bain and Invesco) (1.2); review and revise schedules and Perfection Certificate (2.0); review and revise security agreement (2.0); review IP schedules and coordinated with IP specialists (1.5); correspond with DPW and Company re KYC (.1); telephone conferences with P. Rezvani re schedules (.3); coordinate with paralegal re signature pages (.2); update lien schedule (.9); circulate schedules and perfection certificate to DPW (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/19	Brad Weiland	2.40	Review and analyze DIP credit agreement draft (1.1); prepare comments re same (.8); correspond with K&E team re same (.5).
03/07/19	Brian Ford, P.C.	3.50	Review and comment on credit agreement (2.5); correspond with K&E team re same (1.0).
03/07/19	Gene S. Goldmintz	6.80	Analyze, summarize interim DIP order (2.9); analyze formal and informal DIP objections (.6); correspond with K&E team re same (.8); correspond with objecting parties re same (.4); draft final DIP order (.6); analyze DIP material terms summary chart (1.5).
03/07/19	George Klidonas	0.60	Review Texas Taxing Authority objection and review precedent re same.
03/07/19	Hannah Kupsky	0.90	Research re Texas taxing authorities language in final DIP orders.
03/07/19	Carrie Therese Oppenheim	0.20	Compile pleadings re DIP opinion.
03/07/19	P. Paul Rezvani	1.80	Review and revise closing deliverables for DIP credit agreement (1.3); correspond with E. Thorne re same (.5).
03/07/19	Rohit Sengupta	6.00	Draft GC Opinion (3.0); revise K&E opinion (1.5); revise GC opinion (1.0); finalize closing deliverables (.5).
03/07/19	Sven Soderberg	2.00	Order lien searches (.4); summarize lien search results re same (1.6).
03/07/19	Elizabeth Thorne	6.00	Correspond with K&E team re schedules, insurance, perfection certificate (.1); revise schedules (.4); review and revise security agreement (3.0); circulate signature pages (.2); telephone conference with P. Rezvani re security agreement (.3); review credit agreement for carve outs related to schedules (1.5); telephone conference with DPW re checklist (.5).
03/07/19	Brad Weiland	2.20	Review and analyze DIP items including final order draft, reporting materials (1.2); correspond with K&E team re same (.5); prepare and revise materials re same (.5).
03/08/19	Brian Ford, P.C.	4.00	Negotiate credit agreement with lenders (2.0); review other closing matters (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/19	Gene S. Goldmintz	6.10	Draft final DIP order (3.0); analyze materials, precedent re same (1.8); analyze interim DIP order (.7); analyze summary chart re same (.6).
03/08/19	Stephen E. Hessler, P.C.	0.30	Conference with K&E team re DIP.
03/08/19	George Klidonas	1.10	Correspond with K&E team re DIP objections (.3); review DIP order re same (.8).
03/08/19	P. Paul Rezvani	1.00	Prepare for and attend telephone conference with Company re closing deliverables.
03/08/19	Sven Soderberg	0.70	Summarize lien search results.
03/08/19	Brad Weiland	2.00	Review and analyze DIP credit agreement, and related materials (1.6); correspond with K&E team, Company re same (.4).
03/11/19	Brian Ford, P.C.	2.00	Review closing matters.
03/11/19	Gene S. Goldmintz	1.10	Analyze DIP order re consent rights (.4); correspond with J. Luze re same (.1); telephone conference with third party re consent fee (.2); analyze reporting obligations under DIP order (.4).
03/11/19	Erik Hepler	0.70	Review comments to DIP financing opinion.
03/11/19	Renee M. Prescan	1.30	Review trademarks and patents and revised perfection certificate IP schedules (1.1); correspond with E. Thorne re same (.2).
03/11/19	Preeta D. Reddy	1.50	Evaluate credit documents.
03/11/19	Ryan Rouleau	1.00	Draft, review, manage finance documents.
03/11/19	Rohit Sengupta	1.50	Review and revise closing deliverables.
03/11/19	Sven Soderberg	2.50	Review lien search results.
03/11/19	Elizabeth Thorne	6.00	Review and revise perfection certificate (2.5); review and correspond with DPW re final schedules, credit agreement, security agreement, IPSAs, issuer control agreement (2.4); correspond with paralegals re IP and lien search issues (.5); telephone conference with P. Rezvani re open items (.6).
03/12/19	Gene S. Goldmintz	0.40	Correspond with J. Luze re proposed language to final cash management order (.2); analyze materials re same (.2).
03/12/19	P. Paul Rezvani	0.50	Review and revise correspondence re closing deliverables for DIP credit agreement.
03/12/19	Ryan Rouleau	4.50	Review debt finance documents (3.0); organize same (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/19	Elizabeth Thorne	5.80	Prepare execution versions of schedules, Perfection Certificate, and other debt documents (3.8); review compiled executed documents (1.5); finalize open questions with DPW and Company (.5).
03/13/19	Brian Ford, P.C.	3.00	Finalize DIP documents (2.5); correspond with K&E team re same (.5).
03/13/19	Gene S. Goldmintz	0.70	Correspond with B. Weiland re financing research (.2); research case law re same (.2); correspond with T. Scheffer re same (.3).
03/13/19	Katie Kane	0.40	Pull precedent pleadings re DIP.
03/13/19	Cristine Pirro	0.70	Correspond with G. Goldmintz re same and re DIP open items.
03/13/19	P. Paul Rezvani	1.00	Correspond with E. Thorne and DPW re closing of the DIP credit facilities (.5); review fully executed DIP documents (.5).
03/13/19	Ryan Rouleau	1.00	Review and revise closing set.
03/13/19	Tommy Scheffer	4.00	Telephone conference with G. Goldmintz re DIP reply (.1); correspond with K&E team re same (1.7); research precedent re same (2.2).
03/13/19	Elizabeth Thorne	1.50	Update and circulate final documents (.5); coordinate closing with DPW (.3); research re Uniti credit agreement (.4); revise 10-K language (.3).
03/14/19	Richard B. Aftanas, P.C.	1.00	Review draft consent documents (.5); follow-up re indenture amendment requirements (.5).
03/14/19	Brian Ford, P.C.	2.00	Review DIP consent issues (1.0); review 8-k (.5); correspond with K&E team re same (.5).
03/14/19	Gene S. Goldmintz	2.00	Revise final DIP order re B. Weiland's comments (1.9); correspond with DIP Agent counsel re same (.1).
03/14/19	Gene S. Goldmintz	0.40	Summarize Houlihan Lokey and Evercore engagement letters.
03/14/19	George Klidonas	1.70	Review comments to final DIP order and correspond with K&E team re same (.6); review precedent reply re same (1.1).
03/14/19	Hannah Kupsky	0.60	Compile precedent re DIP replies and objections.
03/14/19	Carrie Therese Oppenheim	0.40	Review and index executed DIP documents to case files.
03/14/19	Cristine Pirro	0.20	Correspond with G. Goldmintz re DIP status.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/19	Brad Weiland	2.40	Review and analyze DIP and fee items re same (.8); correspond with K&E team re same (.4); review and analyze credit agreement and filing status (.3); review and analyze documents re fees (.8); correspond with K&E team re same (.1).
03/15/19	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team and advisors re first and second lien debtors.
03/15/19	Katie Kane	0.50	Compile precedent re DIP replies and objections.
03/15/19	Hannah Kupsky	1.30	Research re motions to characterize DIP replies and objections.
03/15/19	Cristine Pirro	1.20	Review engagement letters for termination provisions (.3); correspond with B. Weiland re same (.1); summarize Evercore and Houlihan letters for circulation to K&E team (.5); review and revise Houlihan engagement letter (.3).
03/15/19	Ryan Rouleau	0.50	Organize debt finance documents.
03/15/19	Tommy Scheffer	1.40	Research re DIP precedent (.9); correspond with K&E team re same (.5).
03/15/19	Elizabeth Thorne	0.30	Correspond with K&E team re filings, post-closing deliverables and lien search results.
03/15/19	Brad Weiland	1.80	Review and analyze DIP credit agreement and filing materials re same (.9); correspond with K&E team re same (.4); correspond with K&E team re same (.2); revise materials re same (.3).
03/16/19	Gene S. Goldmintz	3.30	Research case and statutory law re DIP encumbrances (2.5); summarize same (.8).
03/17/19	Elizabeth Thorne	0.50	Review documents from data room for STB.
03/17/19	Brad Weiland	0.40	Correspond with PJT and K&E team re DIP financing items.
03/18/19	Emily Anna Flynn	3.40	Research re make-wholes (1.8); summarize same (1.6).
03/18/19	Gene S. Goldmintz	0.60	Correspond with J. Luze re bank account status (.1); correspond with A&M re same (.1); analyze materials re same (.2); correspond with K&E team re DIP Agreement filing notice (.2).
03/18/19	George Klidonas	0.40	Review DIP credit agreement materials and filings and review notice of filing re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/19	Hannah Kupsky	1.00	Research re frequent DIP Objections and replies.
03/18/19	Carrie Therese Oppenheim	1.80	Draft notice of filing DIP credit agreement (.5); telephone conference with B. Weiland re revisions to same (.1); finalize credit agreement and schedules for filing (.6); correspond with K&E team re 8-K submission (.2); file notice of DIP credit agreement (.4).
03/18/19	Tommy Scheffer	4.40	Correspond with K&E team re Creditors' Committee precedent DIP objections (.3); analyze same (2.7); draft chart re same (1.4).
03/18/19	Brad Weiland	2.70	Review and analyze DIP financing items (1.5); correspond with PJT, Company and K&E team re same (.7); prepare credit agreement for filing (.3); correspond with K&E team re same (.2).
03/19/19	Gene S. Goldmintz	0.40	Analyze DIP objection and reply materials (.2); analyze materials re DIP credit agreement (.2).
03/19/19	Hannah Kupsky	0.40	Prepare shell of DIP Objection chart.
03/19/19	P. Paul Rezvani	1.00	Correspond with D. Smith at Company re calculation of pre-petition lenders consent fee.
03/19/19	Ryan Rouleau	0.30	Correspond with J. Correia, E. Thorne re debt documents.
03/19/19	Elizabeth Thorne	0.30	Review stock certificates and stock power drafts against certified charters (.2); correspond with K&E team re consent (.1).
03/20/19	Brian Ford, P.C.	1.00	Review, analyze post closing matters.
03/20/19	Gene S. Goldmintz	0.40	Correspond with K&E team re final dip order status.
03/20/19	Brad Weiland	1.20	Review and analyze DIP materials (.5); correspond with K&E team re same (.3); review and revise reporting materials (.4).
03/21/19	Library Factual Research	0.30	Obtain Credit Agreement and Amendments for Uniti Group, Inc.
03/21/19	Tommy Scheffer	0.70	Analyze Creditors' Committee DIP objection precedent.
03/21/19	Elizabeth Thorne	4.20	Research re Uniti debt.
03/21/19	Brad Weiland	0.90	Review and analyze DIP items including final order and potential issues and correspond with K&E team re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/19	Gene S. Goldmintz	2.00	Analyze, summarize DIP objection precedent (.9); comment on summary re same (.5); analyze and correspond with DPW mark up re final DIP order (.6).
03/22/19	Library Factual Research	0.30	Obtain indentures for Uniti Group, Inc.
03/22/19	Library Factual Research	0.30	Locate analyst reports on Uniti Group, Inc.
03/22/19	Tommy Scheffer	1.80	Research re precedent on Creditors' Committee DIP objections (1.2); correspond with K&E team re same (.5); correspond with K&E team re Creditors' Committee DIP issues list (.1).
03/22/19	Elizabeth Thorne	2.00	Review and summarize Uniti's indentures and credit agreement.
03/22/19	Brad Weiland	2.40	Review and analyze DPW draft of final DIP order (1.4); prepare and revise materials re same (.6); correspond with K&E team re same (.4).
03/25/19	Gene S. Goldmintz	5.10	Correspond with A&M re collateral value re AP request from third-party (.3); analyze UCC DIP issue list (.3); numerous revisions re DIP order re comments received from DIP parties and objecting parties (3.0); telephone conferences and correspondence with same re same (1.5).
03/25/19	George Klidonas	0.30	Review and analyze final DIP order re leasehold interests.
03/25/19	P. Paul Rezvani	1.00	Review DPW's comments to final DIP order (.7); correspond with B. Weiland re same (.3).
03/25/19	Brad Weiland	1.20	Review and analyze final DIP order draft (.8); correspond with K&E team re same (.4).
03/26/19	George Klidonas	0.70	Telephone conference with DIP lenders and K&E team re Creditors' Committee issues.
03/26/19	Cristine Pirro	0.30	Correspond with G. Goldmintz, B. Weiland, G. Klidonas re status of DIP and related open items.
03/26/19	P. Paul Rezvani	1.00	Review and respond to emails from K&E team re collateral package.
03/27/19	Brian Ford, P.C.	1.00	Review Uniti issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/19	Gene S. Goldmintz	2.30	Correspond with objecting parties re DIP comfort language (.5); analyze materials re same (.8); telephone conference with objecting contract counterparty re DIP order (.5); coordinate revisions to DIP order with K&E team and DIP parties (.5).
03/27/19	Cristine Pirro	1.90	Circulate FTI letter (.1); correspond with B. Weiland re status of DIP, open items (.2); correspond with G. Goldmintz re DIP issues list (.3); review motion re same (1.0); review correspondence re consent fee (.3).
03/27/19	Tommy Scheffer	0.10	Correspond with K&E team re DIP.
03/27/19	Brad Weiland	0.80	Correspond with K&E team re DIP items (.5); review and analyze DIP fee and payment items (.3).
03/28/19	Gene S. Goldmintz	7.60	Correspond with C. Pirro and G. Klidonas re DIP issues list (.5); analyze materials re same (.5); telephone conference with K&E team, UCC re DIP issues (.5); telephone conference with G. Klidonas, STB re DIP issues (.5); summarize, circulate notes from telephone conference (.2); analyze, summarize MB proposed DIP order language re second lien fees and expenses (.2); analyze reclamation demand re DIP order language and correspond with K&E team re same (.3); numerous revisions to DIP objection chart re latest status (2.1); respond to DIP objections (.9); telephone conference with Paul Weiss re DIP credit agreement (.4); revise DIP order re proposed language and revisions proposed by DIP parties (1.5).
03/28/19	George Klidonas	1.60	Telephone conference with Creditors' Committee and K&E team re DIP issues (.7); office conference with K&E team and review materials in preparation for same (.4); telephone conference with Simpson Thacher re DIP order (.5).
03/28/19	Cristine Pirro	0.80	Review correspondence re consent payment objections and resolutions (.3); telephone conference with G. Klidonas and G. Goldmintz re status of DIP (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/19	P. Paul Rezvani	1.00	Review and correspond with K&E team re current lists of pre-petition and post-petition lenders (.5); correspond with K&E team re assets excluded from collateral package (.5).
03/28/19	Tommy Scheffer	3.90	Analyze objections and informal issues re DIP (1.5); correspond with K&E team re same (1.0); draft tracker re same (1.1); correspond with G. Goldmintz re same (.3).
03/28/19	Elizabeth Thorne	0.50	Correspond with K&E team re post-closing deliverables (.2); correspond with K&E team re DIP documents and Uniti debt research (.3).
03/29/19	Anthony Abate	0.10	Compile all DIP related pleadings.
03/29/19	Gene S. Goldmintz	8.80	Telephone conference with K&E team, Paul Weiss re UCC issues list (.6); summarize issues re same (.2); summarize Element DIP objection (.3); analyze materials re same (.6); revise UCC reply chart (1.3); numerous revisions to DIP order re requested language from DIP parties (3.0); numerous circulations and correspondence re same (.8); numerous revisions to DIP order re objecting parties (1.5); telephone conferences and correspondence with objecting parties re same (.5).
03/29/19	George Klidonas	0.50	Telephone conference with Paul Weiss re Creditors' Committee comments to DIP Order.
03/29/19	Cristine Pirro	2.70	Telephone conference with Paul Weiss re DIP items (.5); telephone conference with B. Weiland re same and re KEIP (.3); telephone conference with G. Goldmintz re open DIP items, lender inquiries, reclamation claims (.5); review reclamation demand (.2); review correspondence re same (.3); telephone conference with Davis Polk re objection status, DIP and order status (.3); review summaries re same (.4); review 13-week cash flow and related correspondence (.2).
03/29/19	Tommy Scheffer	7.10	Analyze objections to DIP (3.1); revise tracker re same (2.3); correspond with K&E team re same (.4); office conference with G. Goldmintz re same and potential DIP reply (.2); correspond with K&E team re formal and informal objections to DIP (1.1).

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Legal Services for the Period Ending March 31, 2019

Invoice Number: 1050012847

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>
03/30/19	Gene S. Goldmintz	5.50	Revise UCC reply summary chart for U.S. Bank issues (1.2); incorporate comments received re same (1.8); circulate same and correspond with DIP parties (.3); further revisions to same (2.2).
03/30/19	Cristine Pirro	1.40	Review and revise issues list for DIP (1.0); correspond with B. Weiland and G. Goldmintz re same (.4).
03/30/19	P. Paul Rezvani	0.50	Review and correspond with G. Goldmintz re adequate protection liens on Midwest assets.
03/31/19	Gene S. Goldmintz	2.60	Revise DIP order re Paul Weiss requested language (.4); revise UCC reply chart (.6); revise DIP order re objecting parties comfort language (1.6).
03/31/19	Cristine Pirro	1.40	Review and revise U.S. Trustee and Creditors' Committee chart.
<b>Total</b>		<b>565.00</b>	

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012846**

**Client Matter: 24706-13**

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## In the Matter of Claims Administration and Objections

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 15,530.00

Total legal services rendered

\$ 15,530.00

Legal Services for the Period Ending March 31, 2019 Pg 88 of 255

Invoice Number: 1050012846

Windstream Holdings, Inc.

Matter Number: 24706-13

Claims Administration and Objections

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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	0.50	325.00	162.50
Neda Davanipour	5.00	705.00	3,525.00
Alex Hevia	0.20	595.00	119.00
Katie Kane	1.30	265.00	344.50
Hannah Kupsky	0.40	325.00	130.00
John R. Luze	4.60	995.00	4,577.00
Carrie Therese Oppenheim	0.80	430.00	344.00
Nacif Taousse	8.60	705.00	6,063.00
Dan Varn	1.00	265.00	265.00
<b>TOTALS</b>	<b>22.40</b>		<b>\$ 15,530.00</b>



**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/19	Neda Davanipour	4.70	Review revise stipulation re administrative claims (1.2); correspond with K&E team re same (.2); correspond with K&E team, A&M and Company re claims issues (1.2); draft, review and revise letter agreement re administrative priority claims and correspond with K&E team re same (2.1).
03/01/19	Neda Davanipour	0.30	Telephone conference with Company and A&M and J. Luze re pre and post-petition claims issues.
03/01/19	Katie Kane	1.00	Prepare shell re bar date motion.
03/01/19	Hannah Kupsky	0.40	Prepare shell stipulation re admin claims.
03/05/19	Nacif Taousse	0.70	Review, analyze de minimis claims settlement motion precedent (.4); correspond with K&E team re same (.3).
03/06/19	Anthony Abate	0.50	Draft template de minimis claims objection procedures motion.
03/07/19	John R. Luze	0.20	Review, analyze de minimis claims resolution issues.
03/07/19	Nacif Taousse	2.40	Draft de minimis claims procedures motion.
03/08/19	John R. Luze	0.40	Review and analyze de minimis claims resolution issues.
03/11/19	Carrie Therese Oppenheim	0.20	Revise bar date motion.
03/15/19	John R. Luze	0.40	Review and revise de minimis claims procedure motion.
03/15/19	Carrie Therese Oppenheim	0.20	Respond to creditor inquiries re proof of claim procedures.
03/15/19	Dan Varn	1.00	Update bar date motion re entity tax ID numbers for attorney review.
03/16/19	John R. Luze	0.70	Draft and revise de minimis claims procedures motion (.6); correspond with K&E team re same (.1).
03/17/19	John R. Luze	0.50	Review and revise de minimis claims procedures motion (.4); correspond with K&E team re same (.1).
03/17/19	Nacif Taousse	0.50	Revise de minimis claims settlement procedures motion.
03/18/19	Katie Kane	0.30	Compile precedent re objection replies.

Claims Administration and Objections

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Alex Hevia	0.20	Correspond with creditor re claims bar date.
03/19/19	John R. Luze	0.90	Review and revise claims procedures motion (.5); review and revise automatic stay motions (.4).
03/19/19	Nacif Taousse	0.80	Revise de minimis claims procedure motion.
03/20/19	John R. Luze	0.60	Review and revise claims procedures and automatic stay pleadings (.3); conference with Company re same (.3).
03/21/19	Nacif Taousse	1.50	Update de minimis claims motion.
03/25/19	John R. Luze	0.90	Review and revise de minimis claim procedures (.6); conference with Company and A&M team re same (.3).
03/25/19	Nacif Taousse	1.20	Revise de minimis claims motion.
03/26/19	Carrie Therese Oppenheim	0.20	Revise de minimis claims procedures motion.
03/26/19	Nacif Taousse	1.10	Revise de minimis claims motion.
03/27/19	Nacif Taousse	0.40	Research case law re post-petition claim issue.
03/28/19	Carrie Therese Oppenheim	0.20	Correspond with J. Morrow re revised proof of claim form.
<b>Total</b>		<b>22.40</b>	

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**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012845**

**Client Matter: 24706-14**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 239,287.00

Total legal services rendered

\$ 239,287.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Richard B. Aftanas, P.C.	9.80	1,545.00	15,141.00
Tiffany Lang Chau	0.30	245.00	73.50
Joseph A. Correia	4.00	430.00	1,720.00
Tim Cruickshank	49.00	1,245.00	61,005.00
Scott J. Gordon	2.70	1,595.00	4,306.50
Cecilia Hanlin	1.20	325.00	390.00
Erik Hepler	1.00	1,365.00	1,365.00
Stephen E. Hessler, P.C.	1.00	1,565.00	1,565.00
Thuy Huynh	52.60	705.00	37,083.00
Vladimir Khodosh	1.00	1,210.00	1,210.00
George Klidonas	0.70	1,045.00	731.50
Ross M. Kwasteniet, P.C.	30.00	1,515.00	45,450.00
Library IP Research	11.20	360.00	4,032.00
Library Business Research	1.00	360.00	360.00
John R. Luze	2.40	995.00	2,388.00
Francis Petrie	3.60	705.00	2,538.00
Cristine Pirro	0.50	1,135.00	567.50
Renee M. Prescan	18.30	430.00	7,869.00
Preeta D. Reddy	1.00	920.00	920.00
Ryan Rouleau	9.10	325.00	2,957.50
Rohit Sengupta	9.30	805.00	7,486.50
Sven Soderberg	0.50	430.00	215.00
Taro Tan	25.30	595.00	15,053.50
Elizabeth Thorne	12.70	805.00	10,223.50
Cora J. Walker	1.50	805.00	1,207.50
Brad Weiland	10.70	1,255.00	13,428.50
<b>TOTALS</b>	<b>260.40</b>		<b>\$ 239,287.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Richard B. Aftanas, P.C.	1.70	Prepare for and participate in telephone conference with K&E team re filing and sequencing (.7); office conference with Company re draft 8-K and follow-up re same (1.0).
02/25/19	Tim Cruickshank	12.40	Analyze corporate issues re filing (4.0); analyze issues re 10-K (4.0); analyze issues re SEC matters (4.0); correspond with K&E team re corporate matters (.4).
02/25/19	Thuy Huynh	6.20	Draft 10-K disclosures (4.0); revise same (2.2).
02/25/19	Cora J. Walker	1.50	Review and analyze organizational documents.
02/26/19	Joseph A. Correia	2.50	Organize, compile, and prepare documents re corporate and securities matters (2.0); review, analyze organizational documents (.5).
02/26/19	Tim Cruickshank	4.00	Analyze corporate issues re filing matters (1.8); analyze issues re SEC and 10-K matters (2.2).
02/26/19	Cecilia Hanlin	1.20	Review and distribute good standings.
02/26/19	Brad Weiland	0.90	Telephone conference with Company re case filing and next steps re corporate and securities matters.
02/27/19	Richard B. Aftanas, P.C.	0.30	Review re tripartite agreement.
02/27/19	Tim Cruickshank	4.50	Analyze issues re post-filing corporate matters (2.2); review, analyze SEC matters (2.3).
02/28/19	Tim Cruickshank	3.00	Analyze issues re post-filing corporate matters (1.6); analyze issues re SEC matters (1.4).
02/28/19	Cristine Pirro	0.50	Review correspondence with J. Frank re notice of commencement, letters, other items.
03/01/19	Tim Cruickshank	2.00	Review, analyze SEC filing and securities matters.
03/01/19	Thuy Huynh	0.80	Draft 8-K.
03/01/19	Rohit Sengupta	0.80	Review and revise closing deliverables.
03/01/19	Taro Tan	0.50	Office conference re revising 10K and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/19	Scott J. Gordon	2.50	Analyze and correspond with K&E team re potential CDS outcomes.
03/02/19	Thuy Huynh	0.70	Review 10-K.
03/02/19	Taro Tan	10.50	Review draft 10K for new changes following filing referencing precedents.
03/02/19	Brad Weiland	0.50	Correspond with K&E team re securities items.
03/03/19	Thuy Huynh	7.50	Review and revise 10-K.
03/03/19	Ross M. Kwasteniet, P.C.	1.50	Analyze issues re case strategy and next steps.
03/03/19	Brad Weiland	1.70	Review and analyze securities and indenture trustee items (1.0); correspond with K&E team re same (.7).
03/04/19	Richard B. Aftanas, P.C.	0.50	Review proposed 10-K disclosures.
03/04/19	Tim Cruickshank	6.50	Analyze issues re 10-K disclosures (2.2); correspond with K&E team re same (1.1); analyze related securities issues (2.8); correspond with B. Weiland re same (.4).
03/04/19	Thuy Huynh	11.30	Draft 10-K (3.9); review and revise 10-K (1.9); draft 8-K (3.5); review and revise 8-K (2.0).
03/04/19	Vladimir Khodosh	0.50	Coordinate IP searches and security agreement review.
03/04/19	Ross M. Kwasteniet, P.C.	2.80	Analyze issues re case strategy and next steps.
03/04/19	Library IP Research	1.00	Researches for trademark ownership records for list of entities.
03/04/19	Renee M. Prescan	1.00	Research copyright ownership (.6); draft list of copyright owners (.4).
03/04/19	Taro Tan	2.50	Review and revise 8K and 10K and correspondence.
03/04/19	Taro Tan	2.50	Review and revise 8-K mark up correspondence.
03/04/19	Taro Tan	2.50	Review and revise 8-K and 10-K and correspondence.
03/04/19	Taro Tan	0.50	Telephone conference with K&E team re final 10K changes.
03/04/19	Taro Tan	0.30	Office conference update re 10K updates on work over weekend and Monday.
03/04/19	Taro Tan	0.50	Telephone conference with general counsel on proposed changes to 10K filing.
03/04/19	Taro Tan	5.50	Research and revise 8K NOL order.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/19	Elizabeth Thorne	4.50	Review 10-K (1.8); review insurance certificate (.4); draft compliance guide re reporting obligations (1.6); correspond re IP searches (.2); review exhibits (.5).
03/04/19	Brad Weiland	0.40	Correspond with T. Cruickshank re securities filings.
03/05/19	Richard B. Aftanas, P.C.	0.80	Review draft tripartite agreement (.4); telephone conference with Company re proposed 10-K disclosure (.2); review revised version of same (.2).
03/05/19	Tim Cruickshank	5.10	Analyze issues re 8-K disclosures (1.2); correspond with K&E team re same (.8); analyze related securities issues (1.8); correspond with K&E team re same (1.3).
03/05/19	George Klidonas	0.30	Review and revise 8-K re tax issues.
03/05/19	Ross M. Kwasteniet, P.C.	1.50	Analyze issues re case strategy and next steps.
03/05/19	Library IP Research	3.50	Searches for trademark ownership records for long list of entities.
03/05/19	Library IP Research	2.50	Research U.S. patent holdings for Windstream entities.
03/05/19	Library IP Research	1.70	Research foreign patent ownership by numerous Windstream companies and others.
03/05/19	Library IP Research	2.50	Research industrial designs for various Windstream entities.
03/05/19	Renee M. Prescan	7.80	Research copyright ownership searches on USCO online catalog (3.0); draft list of copyright owners (1.0); correspond with E. Thorne re same (.1); review copyright search results (.6); analyze chain of title records (.9); prepare copyright schedule (1.1); analyze US patent search results and prepare patent schedule (1.1).
03/05/19	Preeta D. Reddy	1.00	Review filings and address questions re IP issues.
03/05/19	Rohit Sengupta	1.50	Review and revise closing deliverables.
03/06/19	Richard B. Aftanas, P.C.	0.20	Follow-up re proposed tripartite agreements to replace trustees.
03/06/19	Tim Cruickshank	0.70	Correspond with K&E team re SEC filings and securities matters.
03/06/19	Ross M. Kwasteniet, P.C.	3.50	Analyze issues re case strategy and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/19	Renee M. Prescan	9.50	Analyze trademark schedules and chain of title records (2.0); prepare trademark schedule; populate perfection certificate IP schedules and correspond with E. Thorne re same (3.0); analyze foreign patent search results and revise patent schedule (1.5); populate security agreements schedules and correspond with E. Thorne re same (1.0); research on USCO online catalog liens and prepare list of unreleased liens (2.0).
03/06/19	Ryan Rouleau	2.80	Revise post-petition pleading template (.5); review and revise second day pleadings (2.0); prepare and file notices of final DIP hearing and second day hearing (.3).
03/06/19	Rohit Sengupta	5.00	Draft K&E opinion (2.5); revise K&E opinion (.6); draft officer's certificate (1.5); revise schedules, closing deliverables (.4).
03/07/19	Richard B. Aftanas, P.C.	1.20	Telephone conference with Maslon, K. Drye and PSZJ re indenture trustee replacement (.3); telephone conferences with Maslon re same (.3); review draft tripartite agreements (.5); follow-up re comments to same (.1).
03/07/19	Joseph A. Correia	1.50	Research and update schedules.
03/07/19	Tim Cruickshank	0.20	Correspond with K&E team re trustee replacement issues.
03/07/19	Erik Hepler	1.00	Review DIP financing opinion for Sengupta.
03/07/19	Thuy Huynh	0.50	Analyze 10-K NOL matter.
03/07/19	Ross M. Kwasteniet, P.C.	2.70	Analyze case strategy issues and next steps.
03/07/19	Ryan Rouleau	5.00	Order organization documents (2.0); draft and review Creditors' Committee signature pages(3.0).
03/07/19	Brad Weiland	2.00	Review and revise materials re corporate discussion and strategy (1.6); correspond with K&E team, other advisors, Company re same (.4).
03/08/19	Richard B. Aftanas, P.C.	0.80	Review revised tripartite agreements (.3); telephone conference with Maslon re same (.2); follow-up re comments to same (.3).
03/08/19	Tim Cruickshank	2.00	Review SEC filings and draft comments (1.5); analyze trustee replacement issues and review indentures (.5).
03/08/19	Ross M. Kwasteniet, P.C.	1.40	Analyze case strategy issues and next steps.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/19	Ryan Rouleau	0.80	Review and revise signature pages and document drafts.
03/08/19	Elizabeth Thorne	5.00	Correspond with Company and DPW re closing deliverables (.7); review and revise drafts of debt documents (3.8); correspond with K&E team re outstanding items (.5).
03/10/19	Sven Soderberg	0.50	Review lien search results.
03/10/19	Elizabeth Thorne	1.30	Review DPW comments to perfection certificate, lien schedule (1.0); correspond with Company re stock certificates (.1); correspond with tax team re fee letters (.1); correspond with IP team re IP schedules (.1).
03/11/19	Richard B. Aftanas, P.C.	2.00	Attend Audit committee meeting (.7); telephone conferences with S&S re same (.3); telephone conference with Maslon re same (.2); follow-up re tripartite agreement (.8).
03/11/19	Tim Cruickshank	0.50	Draft documents re replacement of trustees under indentures.
03/11/19	Tim Cruickshank	0.50	Attend auditor committee meeting re Form 10-K.
03/11/19	Brad Weiland	0.70	Correspond with K&E team re indenture trustee items (.3); telephone conference with K&E team re same (.4).
03/12/19	Richard B. Aftanas, P.C.	0.70	Telephone conference with S&S re Midwest Trustee (.2); evaluate proposed waiver of trustee provision in Midwest indenture (.5).
03/12/19	Tiffany Lang Chau	0.30	Review debt finance documents.
03/12/19	Tim Cruickshank	0.50	Review, correspond with K&E team re Form 10-K.
03/12/19	Tim Cruickshank	0.20	Revise documents re replacement of trustees under indentures.
03/12/19	Vladimir Khodosh	0.50	Analyze copyright issue (.4); correspond with P. Reddy re same (.1).
03/12/19	Ross M. Kwasteniet, P.C.	2.80	Prepare for strategy conference with management team.
03/12/19	Rohit Sengupta	2.00	Finalize K&E and General Counsel Opinions.
03/12/19	Brad Weiland	1.20	Review and correspond with K&E team re indenture trustee items.
03/13/19	Richard B. Aftanas, P.C.	0.30	Conference with T. Huynh re indenture waiver (.2); telephone conference with S&S re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/19	Tim Cruickshank	1.00	Review and comment on Form 10-K and Form 8-K.
03/13/19	Tim Cruickshank	1.00	Review Uniti debt agreements and prepare summary.
03/13/19	Thuy Huynh	8.90	Review DIP credit agreement (2); draft 8-K for DIP credit agreement (2.9); review indenture (1.2); draft consent and trustee acknowledgment (2.8).
03/13/19	Library Business Research	1.00	Research precedent 8-Ks that disclose entering into DIP financing for large entities.
03/14/19	Tim Cruickshank	0.50	Review and revise Form 8-K filing.
03/14/19	Thuy Huynh	11.00	Draft ancillary documents (4.0); revise DTC letters (2.5); draft and revise 8-K (4.0); coordinate with specialists (.5).
03/14/19	Ryan Rouleau	0.50	Review and revise signature pages.
03/14/19	Elizabeth Thorne	1.60	Review and revise 10-K and 8-K language re DIP (.8); review and revise tracker with new details re stock certificates from JPM (.3); review closing set (.5).
03/14/19	Brad Weiland	0.60	Review and revise securities filing materials.
03/15/19	Richard B. Aftanas, P.C.	0.30	Review draft supplemental indenture.
03/15/19	Tim Cruickshank	0.20	Revise Form 8-K.
03/15/19	Thuy Huynh	1.00	Review and revise 8-K (.4); review and revise supplemental indenture documents (.6).
03/15/19	George Klidonas	0.40	Review current non-disclosure agreements (.2); correspond with K&E team re scope (.2).
03/15/19	Ross M. Kwasteniet, P.C.	2.10	Analyze re case strategy.
03/16/19	Stephen E. Hessler, P.C.	1.00	Telephone conference with L. Strubeck (.5); conference and correspond with K&E team and Company re work in process (.5).
03/17/19	Tim Cruickshank	0.20	Correspond with K&E team replacement of indenture trustees.
03/18/19	Richard B. Aftanas, P.C.	0.20	Correspond with K&E team re trustee replacement documentation.
03/18/19	Tim Cruickshank	0.50	Analyze issues re indentures.
03/18/19	Thuy Huynh	1.70	Review and analyze 8-K filing.
03/18/19	Brad Weiland	0.30	Correspond with R. Aftanas re notes items.
03/19/19	Brad Weiland	1.30	Review and analyze corporate governance and board meeting items (.8); correspond with K&E team re same (.5).
03/20/19	Thuy Huynh	1.80	Revise trustee engagement letter.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/19	Francis Petrie	1.20	Draft and revise board materials (1.0); telephone conference with B. Weiland, K&E team re same (.2).
03/21/19	Richard B. Aftanas, P.C.	0.20	Review draft fee letter for replacement trustee.
03/21/19	Tim Cruickshank	0.20	Analyze trustee replacement matters.
03/21/19	Thuy Huynh	0.50	Revise trustee engagement letter.
03/21/19	Francis Petrie	0.50	Review and revise board presentation materials.
03/22/19	Richard B. Aftanas, P.C.	0.20	Follow-up re supplemental indenture and trustee KYC.
03/24/19	Thuy Huynh	0.50	Review disclosure schedules.
03/24/19	Ross M. Kwasteniet, P.C.	1.50	Review and comment on board materials.
03/25/19	Richard B. Aftanas, P.C.	0.40	Review comments to supplemental indenture (.2); follow-up re same (.2).
03/25/19	Ross M. Kwasteniet, P.C.	1.50	Analyze, correspondence re restructuring strategy (.8); prepare for board telephone conference (.7).
03/25/19	John R. Luze	1.30	Review and revise board materials (.7); correspond with K&E team re same (.3); conference with PJT team re same (.3).
03/25/19	Elizabeth Thorne	0.30	Reviewed executed stock certificates (.2); correspond with K&E team re post-closing endorsements (.1).
03/25/19	Brad Weiland	1.10	Prepare and revise board materials (.4); telephone conference with advisors re same (.5); review and analyze director items (.2).
03/26/19	Ross M. Kwasteniet, P.C.	2.50	Analyze documents and correspond with K&E team re restructuring strategy (1.5); prepare for board telephone conference (1.0).
03/26/19	Francis Petrie	0.90	Draft and revise board resolution (.7); correspond with K&E team re same (.2).
03/27/19	Tim Cruickshank	0.80	Review Uniti debt terms and correspond with K&E team re same.
03/27/19	Scott J. Gordon	0.20	Analyze CDS issues (.1); correspond with S. Hessler re same (.1).
03/27/19	Thuy Huynh	0.20	Update engagement letter (.1); correspond with holders counsel (.1).
03/27/19	Ross M. Kwasteniet, P.C.	1.50	Prepare for Board telephone conference.
03/28/19	Tim Cruickshank	1.50	Review Uniti debt arrangements.

Legal Services for the Period Ending March 31, 2019 Pg 100 of 255

Invoice Number: 1050012845

Windstream Holdings, Inc.

Matter Number: 24706-14

Corporate and Securities Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/19	Ross M. Kwasteniet, P.C.	2.20	Prepare for and participate in board telephone conference.
03/28/19	Francis Petrie	1.00	Telephonically attend board conference.
03/29/19	Tim Cruickshank	0.50	Attend telephone conference with K&E team re SEC reporting matters.
03/29/19	Tim Cruickshank	0.50	Review and correspond with K&E team re Uniti debt terms.
03/29/19	Ross M. Kwasteniet, P.C.	2.50	Analyze, correspond with K&E team and Company re case strategy and developments.
03/29/19	John R. Luze	1.10	Conference with K&E team, PwC and Company re reporting issues (.7); review and analyze issues re same (.4).
<b>Total</b>		<b>260.40</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012844**

**Client Matter: 24706-15**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 68,395.00

Total legal services rendered

\$ 68,395.00

Legal Services for the Period Ending March 31, 2019 Pg 102 of 255

Invoice Number: 1050012844

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>
Anthony Abate	0.60	325.00	195.00
Gene S. Goldmintz	0.10	920.00	92.00
Stephen E. Hessler, P.C.	5.80	1,565.00	9,077.00
Alex Hevia	0.30	595.00	178.50
Marc Kieselstein, P.C.	0.80	1,565.00	1,252.00
Ross M. Kwasteniet, P.C.	3.70	1,515.00	5,605.50
John R. Luze	5.40	995.00	5,373.00
Carrie Therese Oppenheim	3.20	430.00	1,376.00
Francis Petrie	0.30	705.00	211.50
Cristine Pirro	3.80	1,135.00	4,313.00
Tommy Scheffer	0.10	595.00	59.50
Brad Weiland	32.40	1,255.00	40,662.00
<b>TOTALS</b>	<b>56.50</b>		<b>\$ 68,395.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Brad Weiland	3.60	Correspond with counsel to DIP lenders, first lien lenders, second lien lenders, noteholder re DIP and DIP order.
02/26/19	Brad Weiland	3.50	Telephone conferences with Paul Weiss, Davis Polk, Simpson re first day hearing and DIP items before hearing (1.1); conference with Paul Weiss, Davis Polk, Simpson re same during and after hearing (2.2); follow up re same (.2).
02/27/19	Brad Weiland	2.60	Telephone conferences with first lien lenders, trustee counsels, other parties re DIP order.
02/28/19	Carrie Therese Oppenheim	0.20	Correspond with K&E team re creditor call log.
02/28/19	Carrie Therese Oppenheim	0.60	Revise notice of commencement (.4); correspond with S. Hessler and J. Luze re formation meeting scheduling (.2).
02/28/19	Brad Weiland	3.60	Correspond with counsel to DIP lenders, pre-petition creditors re DIP and outstanding documents re same.
03/01/19	Marc Kieselstein, P.C.	0.80	Consider next steps with Aurelius (.4); telephone conferences with stakeholder advisors re same (.4).
03/01/19	Cristine Pirro	0.50	Respond to creditor inquiries.
03/01/19	Brad Weiland	0.70	Correspond with multiple creditor advisors re DIP and next steps.
03/02/19	Ross M. Kwasteniet, P.C.	2.40	Correspond with K&E team re vendor and creditor inquiries (1.6); correspond with K&E team re replacement trustee issues (.8).
03/04/19	Ross M. Kwasteniet, P.C.	1.30	Correspond with K&E team re creditor inquiries.
03/04/19	John R. Luze	0.70	Conference with A&M and KCC re noticing issues.
03/04/19	Carrie Therese Oppenheim	0.20	Finalize, submit creditor matrix order.
03/04/19	Cristine Pirro	0.50	Respond to creditor inquiries.
03/04/19	Brad Weiland	1.90	Correspond with counsel to first lien agent, first lien ad hoc group re case status and open items (.9); follow up re same (.3); correspond with K&E team re second lien creditor inquiries (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/19	John R. Luze	0.80	Review and analyze noticing issues (.4); conference with A&M and KCC re same (.4).
03/05/19	Cristine Pirro	0.40	Respond to creditor inquiries.
03/05/19	Tommy Scheffer	0.10	Correspond with K&E team re intercreditor agreement inquiry from stakeholder.
03/05/19	Brad Weiland	0.80	Correspond with Davis Polk re DIP.
03/06/19	Carrie Therese Oppenheim	0.80	Review precedent re notice of commencement (.2); revise same (.4); correspond with S. Golden re 341 meeting location and service (.2).
03/06/19	Cristine Pirro	0.20	Respond to creditor inquiries.
03/06/19	Brad Weiland	1.60	Prepare for and participate in telephone conference with Simpson Thacher re case update and next steps (.6); correspond with creditor advisors re open items (1.0).
03/07/19	Anthony Abate	0.20	Record and distribute debtor voicemails.
03/07/19	John R. Luze	1.60	Review and analyze issues re notice of commencement service (.4); conference with Company and KCC re same (.5); conference with creditor representatives re inquiries and case status (.7).
03/07/19	Cristine Pirro	0.30	Respond to creditor inquiries.
03/08/19	Anthony Abate	0.40	Record and distribute debtor voicemails.
03/08/19	Stephen E. Hessler, P.C.	2.00	Conference and correspond with K&E team and Company re principles telephone conference (.5); conference and correspond with K&E team and Company re work in process (1.5).
03/08/19	Brad Weiland	1.70	Prepare for and participate in telephone conference with first lien advisors re case (.3); prepare for and participate in telephone conference with stakeholders re case (.7); correspond with Paul Weiss re open items (.4); correspond with Simpson Thacher re same (.3).
03/09/19	Cristine Pirro	0.50	Respond to creditor inquiries.
03/11/19	Gene S. Goldmintz	0.10	Analyze letter re equity committee.
03/11/19	John R. Luze	0.80	Review and analyze issues re notice of commencement service (.4); conference with stakeholders re case status (.4).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/19	Brad Weiland	1.00	Prepare for and participate in telephone conference with first lien and second lien advisors re status and next steps.
03/12/19	John R. Luze	1.10	Review and comment on notice of commencement cover letters and related communications.
03/12/19	Cristine Pirro	0.40	Respond to creditor inquiries.
03/12/19	Brad Weiland	1.40	Correspond with Paul Weiss, Davis Polk, Simpson Thacher, other advisors re case items.
03/13/19	Carrie Therese Oppenheim	0.20	Revise notice of commencement.
03/13/19	Brad Weiland	0.80	Draft and revise communications materials (.5); correspond with K&E team re same (.3).
03/14/19	John R. Luze	0.40	Review and analyze notice of commencement materials.
03/14/19	Francis Petrie	0.30	Correspond with Omni, city attorney from a taxing authority re notice.
03/14/19	Brad Weiland	1.70	Prepare and revise communications materials re contract and lease items (.4); correspond with Company, PJT, K&E team re same (.3); correspond with Company, K&E team re same (.2); correspond with creditor counsel re open items re DIP, fee payments under DIP, related items (.8).
03/15/19	Carrie Therese Oppenheim	0.90	Revise, finalize notice of commencement (.4); correspond with K&E and KCC teams re noticing plan (.5).
03/15/19	Cristine Pirro	0.30	Respond to creditor inquiries.
03/15/19	Brad Weiland	1.10	Correspond with creditor counsel re open items.
03/17/19	Brad Weiland	0.20	Correspond with STB re consent solicitation.
03/18/19	Stephen E. Hessler, P.C.	3.80	Prepare for and participate in telephone conference re status and next steps with first lien and second lien advisors (1.0); conference and correspond with K&E team and Company re work in process (2.8).
03/18/19	Carrie Therese Oppenheim	0.30	Respond to creditor inquiries re proofs of claim submission (.1); review precedent re responses to equity letters (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/19	Brad Weiland	1.40	Correspond with Davis Polk re DIP credit agreement (.4); correspond with Paul Weiss re advisor letters with Paul Weiss (.4); telephone conferences with creditor advisors re open items (.6).
03/20/19	Brad Weiland	1.00	Correspond with creditor advisors re case items and status.
03/21/19	Alex Hevia	0.30	Review and analyze letter from creditor re post-petition payments.
03/21/19	Cristine Pirro	0.40	Respond to creditor inquiries.
03/21/19	Brad Weiland	0.70	Correspond with opposing counsel re creditor inquiries, lender advisors.
03/22/19	Brad Weiland	1.10	Correspond with creditors' counsels re case items.
03/25/19	Brad Weiland	0.40	Correspond with opposing creditor counsel re open items and inquiries.
03/26/19	Brad Weiland	1.60	Correspond with lender/creditor counsel re DIP, case items.
03/27/19	Cristine Pirro	0.30	Respond to creditor inquiries.
<b>Total</b>		<b>56.50</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012843**

**Client Matter: 24706-16**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 56,164.50

Total legal services rendered

\$ 56,164.50

Legal Services for the Period Ending March 31, 2019 Pg 108 of 255

Invoice Number: 1050012843

Windstream Holdings, Inc.

Matter Number: 24706-16

Creditors' Committee 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>
Susan D. Golden	0.90	1,135.00	1,021.50
Stephen E. Hessler, P.C.	1.50	1,565.00	2,347.50
Hannah Kupsky	4.00	325.00	1,300.00
Ross M. Kwasteniet, P.C.	17.50	1,515.00	26,512.50
John R. Luze	4.40	995.00	4,378.00
Francis Petrie	3.80	705.00	2,679.00
Cristine Pirro	1.70	1,135.00	1,929.50
Tommy Scheffer	0.60	595.00	357.00
Ian C. Spain	1.30	1,025.00	1,332.50
Brad Weiland	11.40	1,255.00	14,307.00
<b>TOTALS</b>	<b>47.10</b>		<b>\$ 56,164.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/19	Stephen E. Hessler, P.C.	1.00	Telephone conference PJT and Company re Creditors' Committee strategy.
03/01/19	Ross M. Kwasteniet, P.C.	1.40	Analyze issues re creditor organization and Creditors' Committee formation.
03/01/19	Brad Weiland	1.10	Review and analyze materials re Creditors' Committee formation and meeting re same (.4); telephone conferences with Company and other advisors re same (.7).
03/04/19	Susan D. Golden	0.40	Correspond with K. Lee re Organizational Meeting logistics.
03/05/19	Ross M. Kwasteniet, P.C.	1.50	Analyze issues re Creditors' Committee formation and composition.
03/06/19	Ross M. Kwasteniet, P.C.	2.00	Analyze issues and materials re committee formation and composition.
03/06/19	Tommy Scheffer	0.10	Correspond with K&E team re committee formation presentation.
03/06/19	Brad Weiland	0.90	Correspond with K&E team re formation meeting (.3); revise materials re same (.6).
03/07/19	Susan D. Golden	0.50	Telephone conference with S. Hessler, B. Weiland, and J. Luze re Organizational Meeting procedures and logistics (.4); correspond with P. Schwartzberg and S. Nakano re Organizational Meeting (.1).
03/07/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team re committee formation.
03/07/19	Ross M. Kwasteniet, P.C.	1.20	Analyze issues re committee composition and fitness of different potential committee members.
03/07/19	John R. Luze	1.10	Review and analyze issues re committee formation (.7); conference with K&E team re same (.4).
03/07/19	Tommy Scheffer	0.50	Revise committee formation presentation (.4); correspond with K&E team re same (.1).
03/08/19	Ross M. Kwasteniet, P.C.	1.80	Analyze issues and materials re committee composition and fitness of different potential committee members.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/19	Ross M. Kwasteniet, P.C.	1.50	Correspond with K&E team re formation meeting (.8); analyze issues re same (.4); review draft presentation for formation meeting (.3).
03/10/19	Ross M. Kwasteniet, P.C.	1.20	Analyze Creditors' Committee formation issues.
03/11/19	Ross M. Kwasteniet, P.C.	3.40	Correspond with K&E team and various parties re committee formation (1.6); analyze issues re same (1.8).
03/11/19	John R. Luze	0.40	Review and analyze Creditors' Committee formation issues.
03/11/19	Brad Weiland	1.70	Prepare and revise materials for formation meeting (.6); prepare for presentation re same (.4); correspond with K&E team, Company re same (.7).
03/12/19	Hannah Kupsky	4.00	Prepare for and attend committee formation meeting.
03/12/19	Ross M. Kwasteniet, P.C.	3.50	Prepare for and attend Creditors' Committee formation meeting.
03/12/19	John R. Luze	1.10	Attend Creditors' Committee formation meeting.
03/12/19	Cristine Pirro	0.20	Correspond with E. Richards re appointment and next steps.
03/12/19	Brad Weiland	2.70	Prepare for and attend committee formation meeting (2.1); correspond with K&E team re committee appointment and follow-up items (.4); correspond with committee counsel re same (.2).
03/13/19	John R. Luze	0.60	Review and analyze committee formation issues (.4); correspond with A&M re data room (.2).
03/13/19	Francis Petrie	1.30	Draft and revise non disclosure agreements re Committee Counsel, financial advisors.
03/14/19	John R. Luze	0.40	Review and analyze data room content.
03/14/19	Brad Weiland	0.90	Review and analyze committee items including meeting materials and agenda (.5); correspond with K&E team re same (.4).
03/15/19	John R. Luze	0.80	Review and revise committee advisor NDAs (.6); correspond with MoFo re same (.2).
03/15/19	Francis Petrie	0.60	Review and revise non disclosure agreements (.4); correspond with Committee professionals re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Francis Petrie	0.70	Revise NDAs (.3); correspond with K&E team re NDA contents (.4).
03/19/19	Cristine Pirro	0.90	Review correspondence from various parties re committee NDAs (.2); attend telephone conference with committee re same (.7).
03/19/19	Brad Weiland	0.70	Correspond with MoFo, K&E teams re committee items and case status.
03/20/19	Cristine Pirro	0.20	Correspond with Committee re advisors.
03/21/19	Ian C. Spain	1.00	Telephone conference with Creditors' Committee and K&E team (.5); correspond with K&E team re telephone conference with Creditors' Committee (.5).
03/22/19	Brad Weiland	1.20	Correspond with committee counsel re DIP issues (.2); review and analyze issues list re same (1.0).
03/26/19	Francis Petrie	0.80	Review and revise non-disclosure agreements (.5); correspond with MoFo team re same (.3).
03/26/19	Ian C. Spain	0.30	Review and analyze materials re document discovery (.2); correspond with R. Shankar re same (.1).
03/26/19	Brad Weiland	1.40	Review and analyze committee DIP issues list (.6); correspond with K&E team re same (.3); prepare and revise materials re same (.5).
03/27/19	Cristine Pirro	0.40	Correspond with Creditors' Committee, parties in interest re diligence items, DIP items.
03/27/19	Brad Weiland	0.80	Correspond with committee counsel re committee DIP questions (.4); review and analyze DIP issues list from committee (.4).
03/28/19	Francis Petrie	0.40	Coordinate logistics re committee meeting.
<b>Total</b>		<b>47.10</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012842**

**Client Matter: 24706-17**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 109,352.00

Total legal services rendered

\$ 109,352.00



Legal Services for the Period Ending March 31, 2019 Pg 113 of 255

Invoice Number: 1050012842

Windstream Holdings, Inc.

Matter Number: 24706-17

Employee and Labor 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>
Jack N. Bernstein	8.50	1,315.00	11,177.50
Kate Coverdale	18.50	1,090.00	20,165.00
Stephen E. Hessler, P.C.	1.00	1,565.00	1,565.00
John R. Luze	9.40	995.00	9,353.00
Malhar Naik	4.00	920.00	3,680.00
Carrie Therese Oppenheim	0.40	430.00	172.00
Francis Petrie	0.70	705.00	493.50
Cristine Pirro	0.20	1,135.00	227.00
Andrew Polansky	5.20	595.00	3,094.00
Scott D. Price, P.C.	29.90	1,595.00	47,690.50
Nacif Taousse	12.50	705.00	8,812.50
Elizabeth Thorne	0.20	805.00	161.00
Brad Weiland	2.20	1,255.00	2,761.00
<b>TOTALS</b>	<b>92.70</b>		<b>\$ 109,352.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Jack N. Bernstein	1.50	Review, comment on draft employee communications (.7); draft correspondence re same (.5); telephone conference with K&E team re same (.3).
02/26/19	Jack N. Bernstein	2.00	Review, analyze 401k plan issues (.8); comment on draft communications (.7); draft correspondence re same (.3); telephone conference with K&E team re same (.2).
02/27/19	Jack N. Bernstein	2.00	Analyze retirement plan issues (.5); review, draft comments to draft resolutions (.8); draft correspondence re same (.5); telephone conference with K&E team re same (.2).
02/27/19	Kate Coverdale	0.50	Telephone conference with Company and S. Price re incentive matters (.3); correspond with K&E team re executive compensation matters (.2).
02/27/19	Scott D. Price, P.C.	1.00	Correspond with K&E team, Company re incentive matters.
02/27/19	Nacif Taousse	0.20	Conference with A&M re wages.
02/28/19	John R. Luze	1.50	Conference with Company, A&M re employee issues (1.2); conference with K&E team re same (.3).
02/28/19	Scott D. Price, P.C.	1.00	Correspond with K&E team re compensation matters.
03/01/19	John R. Luze	1.20	Review and analyze employee and compensation issues (.8); conference with Company re same (.4).
03/01/19	Scott D. Price, P.C.	1.00	Correspond with K&E team re incentive arrangements.
03/01/19	Nacif Taousse	0.50	Telephone conference with J. Smith re employee insurance matters (.3); correspond with K&E team re same (.2).
03/01/19	Brad Weiland	1.20	Review and analyze employee incentive program items (.3); telephone conference with S. Price re same (.2); prepare for and participate in telephone conference with Company and K&E team re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/19	John R. Luze	0.90	Review and analyze employee communication re pension issues (.4); correspond with K&E team re same (.3); correspond with Company and K&E team re same (.2).
03/03/19	Cristine Pirro	0.20	Review draft pension restrictions notice (.1); correspond with J. Luze re same (.1).
03/04/19	John R. Luze	1.20	Conference with Company re employee issues (.8); correspond with K&E team re same (.2); correspond with A&M re same (.2).
03/04/19	Scott D. Price, P.C.	2.30	Prepare for and attend conference with Company re incentive matters.
03/05/19	John R. Luze	1.20	Conference with Company re former employee issues (.5); conference with K&E team and Company re employee and pension issues (.4); review and analyze issues re same (.3).
03/05/19	Scott D. Price, P.C.	0.50	Correspond with Company re incentive arrangements.
03/07/19	John R. Luze	1.40	Conference with Company re wages motion relief (.5); review and analyze issues re employee card program (.4); correspond with K&E team re same (.2); review and analyze union diligence requests (.3).
03/07/19	Nacif Taousse	0.20	Analyze certain wages issues and related materials.
03/07/19	Brad Weiland	1.00	Correspond with K&E team re labor items (.6); review and analyze materials re same (.4).
03/11/19	Francis Petrie	0.70	Review materials re pension modification (.5); correspond with C. Pirro re same (.2).
03/11/19	Andrew Polansky	0.50	Telephone conference with J. Luze re employee contract issue (.1); research, analyze case law re same (.4).
03/11/19	Scott D. Price, P.C.	1.30	Correspond with Company re incentive matters.
03/12/19	Jack N. Bernstein	2.00	Analyze employee and employee benefit issues (1.0); telephone conferences with K&E team re same (.5); correspond with K&E team re same (.5).
03/12/19	Andrew Polansky	0.70	Research, analyze case law re employee contract issue.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/19	Kate Coverdale	0.80	Telephone conference with WTW and S. Price re executive compensation matters.
03/13/19	Andrew Polansky	1.00	Research, analyze case law re employee contract issue.
03/13/19	Scott D. Price, P.C.	0.80	Discuss executive arrangements with K&E team.
03/13/19	Nacif Taousse	4.40	Revise second day pleadings (3.9); correspond with A&M, K&E team re wages diligence (.5).
03/14/19	Kate Coverdale	0.30	Telephone conference with S. Price and J. Luze re compensation arrangements.
03/14/19	John R. Luze	0.50	Conference with K&E team re employee compensation issues.
03/14/19	Carrie Therese Oppenheim	0.40	Draft notice of hearing re supplemental wages motion.
03/14/19	Andrew Polansky	3.00	Research, analyze case law re employee issue (2.3); correspond with J. Luze re same (.7).
03/14/19	Scott D. Price, P.C.	0.50	Correspond with Company re employee matters.
03/15/19	Jack N. Bernstein	1.00	Review employee issues (.5); prepare correspondences to K&E team re same (.5).
03/15/19	Kate Coverdale	1.00	Telephone conference with Company and WTW re compensation design process and timing.
03/15/19	Scott D. Price, P.C.	1.80	Review and discuss executive arrangements.
03/15/19	Nacif Taousse	0.70	Update final wages order.
03/17/19	Scott D. Price, P.C.	0.50	Revise compensation deck.
03/17/19	Nacif Taousse	1.80	Revise supplemental wages motion.
03/19/19	Kate Coverdale	2.00	Telephone conferences with Company and WTW re compensation matters and upcoming compensation committee and board presentations.
03/19/19	John R. Luze	0.50	Conference with Company re wages motion issues.
03/19/19	Scott D. Price, P.C.	2.30	Correspond with Company re executive matters.
03/19/19	Nacif Taousse	2.40	Telephone conference with N. Grossi and J. Luze re supplemental wages motion (.5); revise supplemental wages motion (1.1); revise wages final order (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Nacif Taousse	0.30	Review wages supplemental motion (.2); telephone conference with A&M and K&E team re same (.1).
03/21/19	Kate Coverdale	1.50	Telephone conference with Company, K&E team and compensation committee re new compensation arrangements.
03/21/19	John R. Luze	0.40	Review and analyze 401(k) issues (.2); correspond with Company re same (.2).
03/21/19	Scott D. Price, P.C.	4.30	Correspond with Company re management arrangements.
03/21/19	Nacif Taousse	0.70	Revise supplemental wages motion.
03/22/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team re compensation plan diligence.
03/22/19	Scott D. Price, P.C.	5.50	Discuss executive arrangements.
03/25/19	Kate Coverdale	0.30	Correspond with Company re open items (.1); correspond with K&E team re open items (.1); revise meeting definition (.1).
03/25/19	Scott D. Price, P.C.	0.80	Review and analyze management incentives.
03/26/19	Kate Coverdale	4.70	Telephone conference with R. Howell re incentive plan design (.2); revise KEIP (3.1); telephone conference with M. Michaels re same (.1); telephone conference with K&E team re severance matters (.3); telephone conference with compensation committee re plan approval (1.0).
03/26/19	Malhar Naik	3.00	Review, revise and correspondence re executive compensation matters (1.5); draft and revise KEIP (1.5).
03/26/19	Scott D. Price, P.C.	3.80	Prepare for and participate in compensation committee meeting (2.5); review incentive documents (1.3).
03/26/19	Nacif Taousse	1.00	Revise supplemental wages motion.
03/26/19	Elizabeth Thorne	0.20	Correspond with K&E team re post-closing.
03/28/19	Kate Coverdale	5.80	Revise KEIP and compensation committee resolutions (2.9); correspond with Company re same (.3); telephone conference with board, K&E team and WTW team re same (2.4); telephone conference with M. Michaels re same (.2).
03/28/19	Scott D. Price, P.C.	2.50	Participate in board meeting.
03/29/19	Kate Coverdale	1.10	Revise compensation committee resolutions, including KEIP.

Legal Services for the Period Ending March 31, 2019 Pg 118 of 255

Invoice Number: 1050012842

Windstream Holdings, Inc.

Matter Number: 24706-17

Employee and Labor Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/19	Stephen E. Hessler, P.C.	0.40	Telephone conference with K&E team re 2019 budget, KEIP, and KERP (.1); telephone conference with K&E team and Company re works in process (.3).
03/29/19	John R. Luze	0.60	Review and analyze 401(k) issues (.4); correspond with Company re same (.2).
03/29/19	Malhar Naik	1.00	Review and revise and correspondence re executive compensation matters and compensation committee resolutions.
03/30/19	Kate Coverdale	0.50	Revise compensation committee resolutions.
03/30/19	Stephen E. Hessler, P.C.	0.10	Conference with K&E team re 2019 budget/KEIP/KERP.
03/30/19	Nacif Taousse	0.30	Review committee comments on final wages order.
<b>Total</b>		<b>92.70</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012841**

**Client Matter: 24706-18**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 284,521.00

Total legal services rendered

\$ 284,521.00

**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	14.60	595.00	8,687.00
Neda Davanipour	11.20	705.00	7,896.00
Emily Anna Flynn	16.20	595.00	9,639.00
Stephen Ford	18.60	595.00	11,067.00
Gene S. Goldmintz	61.60	920.00	56,672.00
Stephen E. Hessler, P.C.	3.80	1,565.00	5,947.00
Alex Hevia	16.00	595.00	9,520.00
Heidi Hockberger	4.90	705.00	3,454.50
Marc Kieselstein, P.C.	4.30	1,565.00	6,729.50
Hannah Kupsky	0.40	325.00	130.00
Ross M. Kwasteniet, P.C.	4.40	1,515.00	6,666.00
Library Factual Research	1.50	360.00	540.00
John R. Luze	19.80	995.00	19,701.00
Thomas P. O'Connor	0.60	920.00	552.00
Carrie Therese Oppenheim	2.50	430.00	1,075.00
Daniel Perlman, P.C.	0.80	1,495.00	1,196.00
Cristine Pirro	27.90	1,135.00	31,666.50
Andrew Polansky	23.80	595.00	14,161.00
Tommy Scheffer	83.40	595.00	49,623.00
Trudy Smith	36.30	705.00	25,591.50
Nacif Taousse	0.50	705.00	352.50
Dan Varn	1.80	265.00	477.00
Brad Weiland	10.50	1,255.00	13,177.50
<b>TOTALS</b>	<b>365.40</b>		<b>\$ 284,521.00</b>



**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/19	Carrie Therese Oppenheim	0.90	Review precedent re lease rejection procedures and rejection motions.
03/01/19	Tommy Scheffer	0.40	Correspond with K&E team re interconnect agreements.
03/01/19	Dan Varn	1.80	Draft assumption and rejection procedures motion, lease rejection motion.
03/02/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team re Uniti analysis.
03/02/19	John R. Luze	0.80	Review and analyze issues re Uniti lease (.4); correspond with T. Scheffer re same (.2); correspond with B. Weiland re same (.2).
03/02/19	Tommy Scheffer	3.60	Research re executory contracts (3.3); correspond with K&E team re same (.3).
03/02/19	Brad Weiland	1.80	Correspond with S. Hessler re lease considerations (.3); review and analyze same (.2); correspond with J. Luze, K&E team re same (.9); review and revise materials re same (.4).
03/03/19	Stephen E. Hessler, P.C.	0.50	Conference and correspond with K&E team re Uniti analysis.
03/04/19	Emily Anna Flynn	0.90	Review, revise assumption and rejection procedures and motion.
03/05/19	Spencer Caldwell-McMillan	1.20	Draft letter re contracts and automatic stay (.9); correspond with N. Davanipour re same (.3).
03/05/19	Ross M. Kwasteniet, P.C.	2.00	Analyze issues re Uniti contracts.
03/05/19	Trudy Smith	0.60	Review draft lease rejection motion and comment on same.
03/06/19	Spencer Caldwell-McMillan	2.20	Research, analyze case law re leases.
03/06/19	Neda Davanipour	3.60	Office conference with K&E and A&M team re lease rejection issues (.2); correspond with K&E team re subtenant and lease rejection issues (.5); research re same (2.6); draft summary re same (.3).
03/06/19	John R. Luze	2.10	Review, analyze lease assumption and rejection issues (1.2); conference with K&E team and A&M re same (.4); correspond with landlords re lease issues (.3); correspond with Company re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/19	Trudy Smith	1.60	Draft omnibus lease rejection motion.
03/07/19	Spencer Caldwell-McMillan	2.40	Research, analyze case law re leases.
03/07/19	Emily Anna Flynn	0.90	Research re potential lease issues (.7); prepare for and participate in telephone conference with T. Smith, P. Kinealy re property tied to leases (.2).
03/07/19	Trudy Smith	4.70	Revise omnibus lease rejection motion (2.9); correspond with E. Flynn and A&M re diligence for same (.3); revise assumption and rejection procedures motion (1.5).
03/08/19	Tommy Scheffer	0.20	Analyze contract options and correspond with K&E team re same.
03/09/19	Cristine Pirro	0.40	Review interconnection chart (.2); correspond with G. Goldmintz re same (.2).
03/11/19	Emily Anna Flynn	0.50	Review, revise contract rejection motion (.4); research re subleases (.1).
03/11/19	Gene S. Goldmintz	1.90	Conduct contract analysis (.2); research case and statutory law re same (1.5); telephone conference with J. Luze, T. Scheffer re same (.2).
03/11/19	John R. Luze	2.20	Conference with K&E team re Uniti lease and related transactions (.8); review and analyze issues re same (.4); correspond with K&E team re same (.2); conference with landlords re lease status (.3); review and analyze channel partner issues (.5).
03/11/19	Tommy Scheffer	7.40	Analyze executory contracts and unexpired leases (3.5); draft summary re same (2.9); correspond with K&E team re same (.4); telephone conferences with K&E team re same (.6).
03/11/19	Trudy Smith	3.50	Revise lease omnibus rejection motion (2.0); correspond with E. Flynn re same (.2); draft assumption and rejection procedures motion (1.3).
03/12/19	Spencer Caldwell-McMillan	0.20	Review executory contract (.1); correspond with N. Davanipour re same (.1).
03/12/19	Emily Anna Flynn	1.90	Research re lease rejection subtenant rights (1.3); summarize same (.6).
03/12/19	Stephen Ford	1.90	Review case precedent re interconnection agreements (1.7); conference with G. Goldmintz re same (.2).
03/12/19	Gene S. Goldmintz	1.00	Analyze, summarize lease.

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/19	Hannah Kupsky	0.40	Compile precedent re assumption rejection motions.
03/12/19	Carrie Therese Oppenheim	0.40	Review, revise assumption procedures and omnibus rejection motion.
03/12/19	Tommy Scheffer	10.20	Research re executory contracts and unexpired leases (4.9); draft memorandum re same (4.5); correspond with K&E team re same (.8).
03/12/19	Tommy Scheffer	2.00	Research re telecommunications bankruptcy precedent (1.6); correspond with K&E team re same (.4).
03/12/19	Trudy Smith	7.30	Revise omnibus lease rejection motion (2.5); draft assumption and rejection procedures motion and order (3.1); draft assumption notice (1.0); draft rejection notice (.7).
03/12/19	Brad Weiland	0.20	Correspond with PJT, K&E teams re lease items.
03/13/19	Spencer Caldwell-McMillan	2.00	Research re vendor and executory contract issues (1.0); telephone conference with N. Davanipour re same (.2); telephone conference with A. Hevia re contract review (.2); research re other vendor and executory contracts issues (.6).
03/13/19	Stephen Ford	3.00	Review interconnection agreements and other disputed executory contract precedent.
03/13/19	Gene S. Goldmintz	1.80	Analyze, summarize contract.
03/13/19	Alex Hevia	0.40	Telephone conference with N. Davanipour re executory contract review (.3); telephone conference with S. Caldwell-McMillan re same (.1).
03/13/19	Library Factual Research	0.50	Research on Windstream's lease with Uniti.
03/13/19	Cristine Pirro	1.50	Correspond with B. Weiland re status of Company conference and leasing issue (.2); review lease (.8); draft summary of next steps re Uniti lease (.5).
03/13/19	Tommy Scheffer	2.40	Correspond with K&E team re unexpired leases (.6); revise draft summary re same (.7); research re same (1.1).
03/13/19	Trudy Smith	2.00	Revise omnibus lease rejection motion (.7); revise assumption and rejection procedures (1.2); correspond with C. Oppenheim re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/19	Brad Weiland	1.20	Review and analyze materials re contract and lease items.
03/14/19	Spencer Caldwell-McMillan	3.40	Research re executory contracts, automatic stay (2.1); review, analyze relevant contracts (1.0); correspond with K&E team re same (.2); correspond with N. Davanipour re same (.1).
03/14/19	Gene S. Goldmintz	8.20	Analyze contract (3.0); summarize same (1.7); revise summary chart re same (3.0); correspond with T. Scheffer re same (.5).
03/14/19	Alex Hevia	5.70	Review, analyze contracts re executory contract status (.9); telephone conferences with S. Caldwell-McMillan re same (.4); research and analyze case law re creditor standing (1.4); telephone conference with N. Davanipour re same (.1); draft, update materials re open vendor issues (2.1); telephone conference with N. Davanipour re same (.1); compile relevant contracts (.7).
03/14/19	Ross M. Kwasteniet, P.C.	2.40	Analyze certain executory contracts.
03/14/19	Library Factual Research	1.00	Research on Windstream's lease with Uniti.
03/14/19	John R. Luze	2.60	Review and analyze issues re channel partner contracts (.6); conference with Company re channel partner contracts (1.4); conference with K&E team re lease and channel partner contract issues (.6).
03/14/19	Cristine Pirro	4.30	Correspond with B. Weiland, G. Goldmintz re status of lease summary (.3); review lease (3.0); mark-up summary (1.0).
03/14/19	Tommy Scheffer	14.10	Analyze unexpired leases (5.7); revise draft summary re same (4.6); correspond with K&E team re same (3.8).
03/14/19	Trudy Smith	0.30	Correspond with A&M re lease and contract rejection matters.
03/14/19	Brad Weiland	1.90	Review and analyze contract strategy re counterparties (.6); correspond with Company, advisors re same (1.3).
03/15/19	Gene S. Goldmintz	3.80	Analyze lease (3.0); summarize same (.8).
03/15/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with K&E team, Company and PJT re Uniti.
03/15/19	Alex Hevia	0.80	Review and analyze contracts re executory nature of contracts.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/19	John R. Luze	3.60	Research and analyze issues re channel partner agreements (1.3); conference with Company legal re same (.5); conference with K&E team, Company, and A&M re same (.9); review and analyze issues re same (.4); review and revise lease and contract rejection motions (.5).
03/15/19	Cristine Pirro	1.40	Review and revise Uniti lease summary.
03/15/19	Andrew Polansky	2.00	Conference with J. Luze re executory contract issue (.4); research, analyze case law re same (1.6).
03/15/19	Tommy Scheffer	1.30	Analyze additional sections and amendments of unexpired lease (.7); revise draft summary re same (.5); correspond with K&E team re same (.1).
03/15/19	Brad Weiland	2.40	Review and analyze contract assumption and rejection items (.4); review and analyze strategy re same (.4); correspond with Company re same (1.6).
03/16/19	Stephen Ford	3.00	Review and analyze intercommunications contracts precedent re unique issues.
03/16/19	Gene S. Goldmintz	4.80	Analyze lease (3.0); draft summary re same (.8); research case law re treatment (1.0).
03/16/19	John R. Luze	1.90	Draft and revise contract assumption and rejection procedures (1.1); draft and revise omnibus lease rejection motion (.6); conference with K&E team re same (.2).
03/16/19	Cristine Pirro	0.70	Comment on new lease summary edits (.5); correspond with G. Goldmintz re same (.2).
03/17/19	Emily Anna Flynn	1.00	Review, revise lease rejection motions.
03/17/19	Gene S. Goldmintz	8.80	Analyze lease (3.0); correspond with C. Pirro re same (.8); summarize same (2.4); revise summary chart re same (2.6).
03/17/19	Alex Hevia	1.80	Review and analyze contracts re executory contract status.
03/17/19	John R. Luze	1.20	Review and revise assumption and rejection procedures (.7); review and revise omnibus lease rejection (.4); correspond with K&E team re same (.1).
03/17/19	Cristine Pirro	4.00	Review lease (2.7); revise summary re same (1.3).
03/17/19	Andrew Polansky	0.90	Research, analyze case law re executory contract issue.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/19	Tommy Scheffer	0.70	Research re regulated executory contracts (.6); correspond with K&E team re same (.1).
03/17/19	Trudy Smith	0.70	Correspond with J. Luze and E. Flynn re omnibus lease rejection motion (.2); revise same (.3); correspond with E. Flynn re assumption and rejection procedures and review same (.2).
03/17/19	Brad Weiland	0.60	Review and analyze lease items (.5); correspond with C. Pirro re same (.1).
03/18/19	Stephen Ford	0.60	Research precedent re executory contracts, regulatory law.
03/18/19	Gene S. Goldmintz	4.50	Draft, revise executory contract summary chart (.5); comment on revised executory contract chart (1.0); research case and statutory law re treatment of executory contracts (2.3); correspond with C. Pirro re analysis and summary (.5); research case and statutory law re treatment of interconnection agreements (.2).
03/18/19	Alex Hevia	2.70	Review and analyze contracts.
03/18/19	Heidi Hockberger	3.90	Research re contract rejection issues (2.3); review and analyze summary of same (1.5); correspond with A. Polansky re same (.1).
03/18/19	John R. Luze	0.60	Review and analyze lease rejection issues (.4); correspond with A&M re same (.2).
03/18/19	Cristine Pirro	3.00	Review and revise Uniti lease summary.
03/18/19	Andrew Polansky	5.20	Research, analyze case law re executory contract issue (3.4); draft memorandum re same (1.4); conferences with H. Hockberger re same (.4).
03/18/19	Tommy Scheffer	5.00	Revise draft summary of unexpired lease (3.9); correspond with K&E team re same (1.1).
03/19/19	Neda Davanipour	1.10	Correspond with N. Taousse re subtenant issues (.2); correspond with S. McMillan re same (.2); research and analyze case law re same (.7).
03/19/19	Emily Anna Flynn	5.70	Telephone conference with J. Luze, A&M, Company re lease rejection and subleases (.5); research re lease rejection (3.3); draft summary re same (.9); correspond with T. Smith re same (.2); revise assumption and rejection procedures motion (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Gene S. Goldmintz	6.20	Research case and statutory law re treatment of interconnection agreements (3.0); correspond with T. Scheffer re same (.1); analyze, summarize materials re same (2.6); telephone conference with K&E team, Company re treatment of executory contracts (.5).
03/19/19	Stephen E. Hessler, P.C.	0.80	Conference and correspond with K&E team re Uniti lease.
03/19/19	Alex Hevia	3.90	Telephone conferences with S. Caldwell-McMillian and N. Davanipour re contract review (1.0); review and analyze contracts re executory contract status (2.8); review and analyze rejection language re motion to reject contracts (.1).
03/19/19	John R. Luze	1.10	Review and analyze contract and lease rejection issues (.3); review and revise lease rejection motion and contract rejection procedures (.6); correspond with A&M re same (.2).
03/19/19	Cristine Pirro	1.50	Telephone conference with B. Weiland re Uniti lease (.2); telephone conference with K&E team re same (.8); telephone conference with K&E team re Uniti lease (.4); correspond with K&E team re same (.1).
03/19/19	Andrew Polansky	6.80	Draft, revise memorandum re executory contract issue (3.9); research, analyze case law re same (2.9).
03/19/19	Tommy Scheffer	2.40	Conference with C. Pirro re unexpired lease (.1); correspond with K&E team re same (.4); telephone conference with K&E team re same (.7); research re rejection and assumption of unexpired leases (1.2).
03/19/19	Trudy Smith	4.00	Revise executory contracts and unexpired leases assumption and rejection procedures motion (.9); revise omnibus lease rejection motion (1.7); telephone conference with J. Luze re nunc pro tunc research (.1); telephone conference with E. Flynn re same (.3); read and analyze research summary (1.0).
03/19/19	Brad Weiland	1.10	Review and analyze lease items (.7); telephone conference with K&E team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/19	Spencer Caldwell-McMillan	2.10	Research re tenant issues during bankruptcy (1.9); correspond with N. Davanipour re same (.2).
03/20/19	Emily Anna Flynn	2.30	Research re nunc pro tunc (1.4); draft summary re same (.5) correspond with T. Smith re same (.3); telephone conference with T. Smith re same (.1).
03/20/19	Gene S. Goldmintz	9.60	Research case and statutory law re interconnection agreements (3.8); correspond with T. Scheffer re same (.4); office conference with C. Pirro re same (.8); research case and statutory law re automatic stay and contract counterparties (3.0); revise summary re same (1.6).
03/20/19	Stephen E. Hessler, P.C.	1.00	Telephone conference with L. Strubeck (.5); telephone conference with K&E team and PJT re Uniti (.5).
03/20/19	Heidi Hockberger	1.00	Review and comment on memorandum re contract rejection.
03/20/19	Daniel Perlman, P.C.	0.80	Review lease issues.
03/20/19	Cristine Pirro	3.90	Telephone conferences with B. Weiland re Uniti (.4); telephone conference with K&E and PJT teams re same (.5); telephone conference with Company re same (1.0); telephone conference with I. Spain re Uniti transaction (.2); correspond with G. Goldmintz re same (.5); correspond with J. Luze, G. Goldmintz re regulatory counsel issues (.2); review correspondence with G. Goldmintz re research (.3); review and revise lease recharacterization chart (.5); correspond with G. Goldmintz re dueling bankruptcy research (.3).
03/20/19	Andrew Polansky	4.70	Research, analyze case law re executory contract issue (2.3); conference with H. Hockberger re same (.2); revise memorandum re same (2.2).
03/20/19	Tommy Scheffer	10.90	Research re lease issues (4.1); correspond with K&E team re same (.6); research lease recharacterization (2.8); revise lease recharacterization analysis (3.0); correspond with K&E team re same (.4).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/19	Trudy Smith	3.40	Review and comment on research re nunc pro tunc rejection (1.0); research and analyze case law and secondary sources re same (1.8); correspond with E. Flynn re same (.4); telephone conference with K&E team re nunc pro tunc rejection (.2).
03/20/19	Nacif Taousse	0.50	Analyze materials with N. Davanipour re subtenant deposit question.
03/20/19	Brad Weiland	1.30	Review and analyze lease items and process re analysis of same (.4); correspond with Company, PJT, K&E team re same (.9).
03/21/19	Neda Davanipour	1.10	Review, analyze, research summary re rejection of lease and effect on subleases (.9); attend telephone conference with N. Grossi, J. Luze re same (.2).
03/21/19	Emily Anna Flynn	0.70	Review, revise second day lease rejection and assumption and rejection procedures motions.
03/21/19	Gene S. Goldmintz	5.80	Research case and statutory law re treatment of executory contracts (3.0); research case and statutory law re dueling bankruptcies (1.4); revise summary re same (1.1); correspond with T. Scheffer re same (.3).
03/21/19	John R. Luze	0.70	Review and analyze lease rejection issues (.4); correspond with A&M re same (.3).
03/21/19	Thomas P. O'Connor	0.30	Analyze lease issues re distribution systems.
03/21/19	Cristine Pirro	3.90	Review research, memos, cases re lease issues (2.7); revise chart re same (.5); confer with G. Goldmintz re same (.3); correspond with G. Goldmintz, T. Scheffer re same (.4).
03/21/19	Andrew Polansky	3.10	Review, analyze contracts re executory contract issue (.3); review, analyze case law re same (2.8).
03/21/19	Tommy Scheffer	8.10	Research leases (3.1); conference with G. Goldmintz re same (.2); telephone conference with T. O'Connor re same (.1); revise lease analysis (2.8); correspond with K&E team re same (1.9).
03/21/19	Trudy Smith	0.70	Review and comment on revisions to draft lease rejection motion (.4); review and comment on draft assumption and rejection procedures (.2); correspond with E. Flynn re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/19	Gene S. Goldmintz	2.20	Research case and statutory law re interconnection agreements.
03/22/19	Thomas P. O'Connor	0.30	Analyze lease issue re distribution systems (.2); correspond with K&E team re same (.1).
03/22/19	Cristine Pirro	2.10	Review research re contract rejection issues in dueling bankruptcies (.6); correspond with K&E team re same (.2); review research re lease and revise same (1.3).
03/22/19	Andrew Polansky	1.10	Review, analyze case law re executory contract issue (.9); correspond with H. Hockberger and J. Luze re same (.2).
03/22/19	Tommy Scheffer	1.10	Revise unexpired lease analysis (.7); correspond with K&E team re same (.4).
03/23/19	Cristine Pirro	0.40	Correspond with B. Weiland, G. Goldmintz, Y. French re status of Uniti lease research and related items.
03/23/19	Tommy Scheffer	0.90	Correspond with K&E team re lease issues
03/24/19	Cristine Pirro	0.30	Correspond with G. Goldmintz, Y. French re status of analysis and true lease issues and opinions.
03/25/19	Emily Anna Flynn	2.30	Revise procedures motion (1.2); revise rejection motion (.5); research re carve outs (.4); further revise procedures motion re same (.2).
03/25/19	Stephen Ford	2.90	Review and analyze precedent re interconnection agreements and other executory agreements subject to regulatory oversight (2.7); conference with G. Goldmintz re same (.2).
03/25/19	Alex Hevia	0.40	Review and analyze contract with Bank of America for relevant terms.
03/25/19	Marc Kieselstein, P.C.	2.40	Analyze Uniti issues, review documents re tax and GAAP treatment of payments.
03/25/19	John R. Luze	1.10	Review and revise contract assumption and rejection procedures (.6); review and revise lease rejection motion (.3); correspond with A&M re rejection issues (.2).
03/25/19	Carrie Therese Oppenheim	0.10	Correspond with K&E team re contract procedures notice parties.
03/25/19	Cristine Pirro	0.30	Correspond with G. Goldmintz and T. Scheffer re regulatory counsel and related items.

Legal Services for the Period Ending March 31, 2019 Pg 131 of 255

Invoice Number: 1050012841

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>
03/25/19	Tommy Scheffer	0.60	Correspond with K&E team re interconnection agreements, Uniti lease.
03/25/19	Trudy Smith	3.90	Review, revise omnibus lease rejection motion, order, and declaration re comments received (1.3); correspond with E. Flynn re same (.2); review, revise assumption and rejection procedures motion, order, and notices re comments received (2.3); correspond with K&E team re draft motions to circulate (.1).
03/26/19	Stephen Ford	2.00	Review interconnection precedent.
03/26/19	Alex Hevia	0.20	Telephone conference with J. Randall re Cisco Capital lease status (.1); telephone conference with T. Gaa re same (.1).
03/26/19	John R. Luze	1.20	Review and revise lease rejection motion and assumption and rejection procedures (1.1); coordinate filing of same (.1).
03/26/19	Carrie Therese Oppenheim	1.10	Review, revise rejection procedures and omnibus rejection motion (.8); finalize same for filing (.3).
03/26/19	Tommy Scheffer	4.80	Correspond with K&E, A&M teams re lease issues opinion (.1); analyze same (3.9); draft summary re same (.8).
03/26/19	Trudy Smith	3.50	Revise executory contracts and lease rejection and assumption procedures motion and exhibits re comments received (1.5); correspond with J. Luze and A&M re subleases to reject (.2); revise omnibus lease rejection motion (1.2); prepare procedures and rejection motions for filing (.6).
03/27/19	Spencer Caldwell-McMillan	1.10	Review and revise executory training slides (1.0); correspond with N. Davanipour re same (.1).
03/27/19	Neda Davanipour	5.40	Review assumption rejection decks (.6); correspond with S. McMillan re same (.3); review and revise deck (1.2); correspond with J. Luze re same (.2); research re assumption/rejection issues and various contract clauses and cure and damage claims (2.0); multiple telephone conferences with A. Hevia and J. Luze re same (1.1).
03/27/19	Stephen Ford	5.20	Review WorldCom precedent re interconnection agreements (3.2); draft analysis (2.0).

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/19	Gene S. Goldmintz	3.00	Analyze various executory contracts and related documentation re treatment in bankruptcy (1.6); summarize same (1.4).
03/27/19	John R. Luze	0.70	Conference with K&E team, A&M and landlords re lease payment issues.
03/27/19	Tommy Scheffer	1.70	Analyze true lease opinion (1.2); correspond with G. Goldmintz re same (.5).
03/27/19	Trudy Smith	0.10	Correspond with N. Davanipour re deadlines under section 365(d)(4).
03/28/19	Stephen E. Hessler, P.C.	0.50	Telephone conference with PJT and Company re Uniti messaging.
03/29/19	Alex Hevia	0.10	Telephone conference with T. Gaa re Cisco Capital lease status.
03/29/19	Marc Kieselstein, P.C.	1.90	Telephone conferences with K&E team re Uniti next steps (.5), analyze fraudulent transfer issues (1.4).
03/30/19	Tommy Scheffer	5.00	Research re discount rate analysis (3.7); draft memorandum re same (1.1); correspond with K&E team re same (.2).
03/31/19	Cristine Pirro	0.20	Review correspondence re Uniti lease payments.
03/31/19	Tommy Scheffer	0.60	Correspond with K&E team re discount rate research and analysis.
<b>Total</b>		<b>365.40</b>	

Pg 133 of 255  
**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012840**

**Client Matter: 24706-19**

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**In the Matter of Hearings**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 55,617.00

Total legal services rendered

\$ 55,617.00

Legal Services for the Period Ending March 31, 2019 Pg 134 of 255

Invoice Number: 1050012840

Windstream Holdings, Inc.

Matter Number: 24706-19

Hearings

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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	4.00	325.00	1,300.00
Brian Ford, P.C.	3.00	1,275.00	3,825.00
Susan D. Golden	2.50	1,135.00	2,837.50
Stephen E. Hessler, P.C.	9.00	1,565.00	14,085.00
Richard U. S. Howell	4.00	1,160.00	4,640.00
Marc Kieselstein, P.C.	4.00	1,565.00	6,260.00
Hannah Kupsky	2.20	325.00	715.00
Ross M. Kwasteniet, P.C.	4.00	1,515.00	6,060.00
John R. Luze	7.10	995.00	7,064.50
Carrie Therese Oppenheim	5.40	430.00	2,322.00
Francis Petrie	0.30	705.00	211.50
Brad Weiland	4.30	1,255.00	5,396.50
Logan Taylor Wiggins	2.50	360.00	900.00
<b>TOTALS</b>	<b>52.30</b>		<b>\$ 55,617.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Anthony Abate	4.00	Prepare materials for first day hearing.
02/25/19	Carrie Therese Oppenheim	2.90	Prepare first day hearing materials (1.6); review proposed orders (1.3).
02/26/19	Brian Ford, P.C.	3.00	Attend first day hearing.
02/26/19	Susan D. Golden	2.00	Telephonically attend first day hearing (1.4); correspond with K&E team re same (.6).
02/26/19	Stephen E. Hessler, P.C.	8.50	Review and revise first day hearing presentation (2.5); prepare for and participate in first day hearing (6.0).
02/26/19	Richard U. S. Howell	4.00	Prepare for and attend first day hearing.
02/26/19	Marc Kieselstein, P.C.	4.00	Prepare for and attend first day hearing.
02/26/19	Hannah Kupsky	2.20	Assist at first day hearing.
02/26/19	Ross M. Kwasteniet, P.C.	4.00	Prepare for and participate in first day hearing.
02/26/19	John R. Luze	7.10	Attend and participate in first day hearing (2.1); prepare for first day hearing (2.3); conference with K&E team re same (1.1); review and analyze pleadings and issues re first day hearing (.8); conference with U.S. Trustee re same (.3); conference with lender advisors re same (.2); conference with DOJ re same (.3).
02/26/19	Carrie Therese Oppenheim	2.50	Attend and assist with first day hearing.
02/26/19	Brad Weiland	2.30	Prepare for and attend first day hearing.
02/26/19	Logan Taylor Wiggins	2.50	Attend first day hearing.
02/27/19	Susan D. Golden	0.20	Telephone conference with S. Hessler re first day hearing recap and second day hearing logistics.
03/06/19	Stephen E. Hessler, P.C.	0.50	Conference with K&E team and Company re shareholder committee.
03/15/19	Susan D. Golden	0.30	Telephone conference with D. Li and F. Petrie re setting upcoming omnibus hearing dates.
03/19/19	Francis Petrie	0.30	Correspond with chambers, K&E team re hearing dates.

Hearings

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/19	Brad Weiland	2.00	Prepare for and participate in telephone conference with Company re second day hearing and filings re same (.7); review and analyze draft pleadings and prepare comments re same (1.3).
<b>Total</b>		<b>52.30</b>	



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**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012839**

**Client Matter: 24706-20**

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**In the Matter of Insurance Matters**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 14,818.00

Total legal services rendered

\$ 14,818.00

**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	6.30	595.00	3,748.50
Neda Davanipour	0.20	705.00	141.00
John R. Luze	10.70	995.00	10,646.50
Nacif Taousse	0.40	705.00	282.00
<b>TOTALS</b>	<b>17.60</b>		<b>\$ 14,818.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/26/19	Spencer Caldwell-McMillan	0.20	Telephone conference with N. Davanipour re insurance motion.
02/26/19	Neda Davanipour	0.20	Conference with S. Caldwell-McMillan re insurance matters.
03/01/19	John R. Luze	0.90	Review and analyze surety bond issues (.3); conference with Argo and Company re same (.6).
03/04/19	Nacif Taousse	0.40	Telephone conference with counsel for insurance Company re contract modification (.2); correspond with A&M re same (.2).
03/09/19	John R. Luze	0.70	Review and analyze surety bond issues.
03/11/19	John R. Luze	0.60	Review and analyze surety bond issues.
03/12/19	Spencer Caldwell-McMillan	0.60	Attend surety bond telephone conference with L. Luze and Company (.5); correspond with J. Luze re next steps (.1).
03/12/19	John R. Luze	1.60	Review and analyze surety bond issues (.4); conference with company and A&M re same (.8); conference with surety counsel re same (.4).
03/13/19	Spencer Caldwell-McMillan	0.60	Attend telephone conference with Company, K&E team, A&M and surety counsel re surety bond issues.
03/13/19	John R. Luze	0.60	Conference with K&E team and A&M re surety bond issues.
03/15/19	Spencer Caldwell-McMillan	0.80	Review insurance order comments (.2); review insurance order precedent (.4); correspond with J. Luze re same (.2).
03/15/19	John R. Luze	0.60	Conference with Company, K&E team and A&M re surety matters.
03/18/19	Spencer Caldwell-McMillan	3.10	Telephone conference with J. Luze re surety bond research (.1); correspond with J. Luze re same (.1); research re surety bond issue (2.8); correspond with J. Luze re same (.1).
03/18/19	John R. Luze	1.20	Review and analyze surety bond issues (.6); telephone conference with Company re same (.4); telephone conference with surety counsel re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Spencer Caldwell-McMillan	1.00	Correspond with J. Luze re surety bonds (.1); attend telephone conference with Company re surety bonds (.9).
03/19/19	John R. Luze	1.10	Review and analyze surety issues (.6); conference with K&E team re same (.2); conference with Company and A&M re same (.3).
03/20/19	John R. Luze	0.30	Review and analyze surety issues.
03/22/19	John R. Luze	0.70	Conference with Company, A&M and Argo re surety issues.
03/25/19	John R. Luze	1.20	Review and analyze surety issues (.5); correspond with Company re same (.3); conference with Argo re same (.4).
03/27/19	John R. Luze	0.80	Review and analyze surety issues (.6); correspond with Company re same (.2).
03/29/19	John R. Luze	0.40	Review and analyze surety issues.
<b>Total</b>		<b>17.60</b>	

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**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012838**

**Client Matter: 24706-21**

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**In the Matter of Investigation of Potential Claims**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 98,239.50

Total legal services rendered

\$ 98,239.50

Legal Services for the Period Ending March 31, 2019 Pg 142 of 255

Invoice Number: 1050012838

Windstream Holdings, Inc.

Matter Number: 24706-21

Investigation of Potential Claims

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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>
Sara Cannon	0.20	795.00	159.00
Tim Cruickshank	0.80	1,245.00	996.00
Junelia Edwards	0.60	325.00	195.00
Cassandra E. Fenton	8.90	695.00	6,185.50
Yates French	17.50	1,120.00	19,600.00
Erik Hepler	0.30	1,365.00	409.50
Richard U. S. Howell	14.60	1,160.00	16,936.00
Marc Kieselstein, P.C.	3.90	1,565.00	6,103.50
Ross M. Kwasteniet, P.C.	0.40	1,515.00	606.00
Allison McDonald	10.30	995.00	10,248.50
Amanda Mitchell	0.40	360.00	144.00
Cristine Pirro	0.50	1,135.00	567.50
Daniel R. Schwartz	27.40	885.00	24,249.00
Ravi Subramanian Shankar	11.20	1,025.00	11,480.00
Logan Taylor Wiggins	1.00	360.00	360.00
<b>TOTALS</b>	<b>98.00</b>		<b>\$ 98,239.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/26/19	Marc Kieselstein, P.C.	1.20	Review, analyze claims subordination.
03/05/19	Marc Kieselstein, P.C.	1.70	Telephone conference with K&E team re next vis a vis committee, governance and Uniti issues.
03/06/19	Daniel R. Schwartz	5.50	Research re perfectibility of assets.
03/07/19	Erik Hepler	0.30	Telephone conference with D. Schwartz re sale-leaseback transaction issues.
03/07/19	Daniel R. Schwartz	4.00	Research re perfectibility of secured assets.
03/08/19	Daniel R. Schwartz	1.30	Research re perfectibility of collateral interest in real property.
03/11/19	Allison McDonald	1.70	Correspond with K&E team re case management and strategy (1.1); correspond with I. Spain re same (.1); review and analyze Aurelius draft subpoena (.1); correspond with K&E team re same (.1); correspond with K&E team re board material collection (.1); telephone conference with L. Wiggins re discovery and background (.1); review and analyze correspondence and research re lease (.1).
03/12/19	Cassandra E. Fenton	1.00	Review and analyze case law re lease.
03/14/19	Marc Kieselstein, P.C.	1.00	Review and analyze Uniti issues.
03/14/19	Daniel R. Schwartz	3.10	Research re choice of law issues.
03/15/19	Cassandra E. Fenton	0.80	Research and analyze case law re lease.
03/18/19	Cassandra E. Fenton	1.00	Research and analyze case law re lease.
03/18/19	Daniel R. Schwartz	1.00	Research re choice of law issues.
03/19/19	Tim Cruickshank	0.30	Review and analyze litigation claim issues.
03/19/19	Cassandra E. Fenton	4.00	Research and analyze case law and documents re lease (3.5); draft summary re same (.5).
03/19/19	Yates French	8.50	Prepare for and conference with K&E team re various litigation issues (1.0); review Master Lease (1.0); research re potential claims (4.5); draft bullets for call re potential claims (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Richard U. S. Howell	8.90	Review materials re Uniti lease (2.8); conference with K&E team re Uniti issues and related case issues (2.0); draft and review correspondence re open litigation issues (1.1); telephone conference with K&E team re committee diligence requests (.5); draft materials re claims investigation (2.1); review draft pleadings and provide comments to same (.4).
03/19/19	Ross M. Kwasteniet, P.C.	0.40	Prepare for and participate in telephone conference with S. Reisman re potential claims issues.
03/19/19	Allison McDonald	2.70	Conference with K&E team re case management and strategy (1.3); correspond with R. Shankar re investigation roadmap (.1); research re standards (.2); revise outline (1.1).
03/19/19	Daniel R. Schwartz	9.50	Analyze sale leaseback transaction (3.5); research re same (4.0); revise research re same (2.0).
03/19/19	Ravi Subramanian Shankar	2.20	Prepare for and participate in conference with K&E team re various litigation issues (1.0); draft claims investigation outline (1.1); send same to R. Howell (.1).
03/20/19	Tim Cruickshank	0.50	Attend telephone conference with K&E team re potential litigation claims.
03/20/19	Richard U. S. Howell	3.80	Conference with K&E team re open litigation and investigation issues (1.5); prepare and review correspondence re same (.8); review materials re same (1.5).
03/21/19	Sara Cannon	0.20	Research question on confidentiality designations of Windstream depositions.
03/21/19	Junelia Edwards	0.60	Review adversary fact development materials.
03/21/19	Cassandra E. Fenton	0.20	Review and analyze case law re lease (.1); correspond with K&E team same (.1).
03/21/19	Allison McDonald	4.90	Correspond with Y. French re research re stay extension (.1); research re same (1.2); review and comment on same (1.1); research re lease (1.1); correspond with Y. French and R. Howell re same (.6); research procedure re moving for injunction (.4); correspond with K&E team re same (.1); review and analyze background materials re investigation (.3).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/19	Cassandra E. Fenton	0.40	Review and analyze documents re lease issues.
03/22/19	Yates French	2.00	Review documents re potential claims.
03/22/19	Richard U. S. Howell	1.90	Prepare and review correspondence re open litigation and investigation issues (.7); review research re Uniti issues (.2); review materials re Uniti (1.0).
03/22/19	Allison McDonald	0.20	Correspond with Y. French re issue tagging.
03/22/19	Amanda Mitchell	0.40	Conference with K&E team re document review database.
03/22/19	Daniel R. Schwartz	1.50	Review case law re lease.
03/22/19	Ravi Subramanian Shankar	0.30	Telephone conference with Sandline re Aurelius litigation document collection.
03/22/19	Logan Taylor Wiggins	1.00	Conference with K&E team and Sandline re Document Repository and Workspace.
03/25/19	Cassandra E. Fenton	0.50	Conference with K&E team re case strategy.
03/25/19	Cristine Pirro	0.50	Attend litigation weekly K&E team telephone conference.
03/26/19	Ravi Subramanian Shankar	3.50	Draft outline of claims investigation presentation, including reviewing and analyzing historical board materials (3.2); collect documents in response to Creditors' Committee document requests (.3).
03/27/19	Daniel R. Schwartz	1.50	Research lease issues consequences thereof.
03/27/19	Ravi Subramanian Shankar	3.30	Draft and revise outline of claims investigation presentation, including review and analyzing historical board materials (2.9); revise presentation to Special Committee based on comments (.4).
03/28/19	Cassandra E. Fenton	1.00	Review and analyze report outline.
03/28/19	Yates French	7.00	Research related to potential claims (3.5); review transaction documents related to 2015 transaction (1.0); provide analysis related to automatic stay (2.5).
03/29/19	Allison McDonald	0.80	Revise correspondence re potential claims analysis (.1); correspond with R. Howell and K&E team re same (.1); review and analyze investigation outline and comment on same (.5); correspond with Y. French and R. Shankar re expert witnesses (.1).

Legal Services for the Period Ending March 31, 2019 Pg 146 of 255

Invoice Number: 1050012838

Windstream Holdings, Inc.

Matter Number: 24706-21

Investigation of Potential Claims

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/19	Ravi Subramanian Shankar	1.90	Review and analyze claims investigation presentation (.3); review and revise outline of claims investigation presentation (.7); review and analyze response to U.S. Trustee's equity committee letter (.9).
<b>Total</b>		<b>98.00</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012837**

**Client Matter: 24706-22**

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

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 60,178.50

Total legal services rendered

\$ 60,178.50

Legal Services for the Period Ending March 31, 2019 Pg 148 of 255

Invoice Number: 1050012837

Windstream Holdings, Inc.

Matter Number: 24706-22

Plan/Disclosure Statement/Confirmation

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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>
Jackie Duhl	0.50	595.00	297.50
Stephen Ford	10.30	595.00	6,128.50
Stephen E. Hessler, P.C.	10.50	1,565.00	16,432.50
Alex Hevia	1.70	595.00	1,011.50
Heidi Hockberger	3.00	705.00	2,115.00
Katie Kane	0.30	265.00	79.50
Hannah Kupsky	2.70	325.00	877.50
Ross M. Kwasteniet, P.C.	5.00	1,515.00	7,575.00
John R. Luze	12.70	995.00	12,636.50
Francis Petrie	3.70	705.00	2,608.50
Brad Weiland	8.30	1,255.00	10,416.50
<b>TOTALS</b>	<b>58.70</b>		<b>\$ 60,178.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/28/19	Ross M. Kwasteniet, P.C.	2.50	Telephone conferences with lender advisors re case strategy and next steps.
03/01/19	John R. Luze	1.80	Conference with K&E team, EVR, and A&M re preliminary plan and confirmation issues (.6); review and analyze re same (.3); conference with K&E team re same (.9).
03/02/19	Stephen E. Hessler, P.C.	0.50	Telephone conference and correspond with K&E team re CDS payment.
03/02/19	Francis Petrie	1.90	Correspond with J. Luze re strategy (.5); draft deck re same (1.4).
03/04/19	Stephen E. Hessler, P.C.	2.00	Telephone conference with K&E team re Milbank and Elliott request (.5); telephone conference with K&E team, Company and A&M re balance strategy (1.0); telephone conference with K&E team, PJT and A&M re strategy deck (.5).
03/04/19	John R. Luze	0.60	Conference with K&E team re lender issues.
03/05/19	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team, Company and PJT re preliminary restructuring strategy.
03/05/19	John R. Luze	1.10	Conference with Company, PJT, and K&E team re preliminary restructuring matters.
03/06/19	Brad Weiland	2.20	Prepare for and participate in telephone conference with K&E team re Company conferences in Little Rock and presentations (.9); correspond with PJT, A&M re same (1.0); review and analyze materials re same (.3).
03/07/19	Stephen E. Hessler, P.C.	2.00	Telephone conference with K&E team re logistics for restructuring meeting at the Company (.5); telephone conference with K&E team and Paul Weiss re status update (.5); telephone conference with K&E team, Company, A&M and PJT re restructuring update (1.0).
03/09/19	Brad Weiland	2.40	Correspond with K&E team re business plan and strategy presentation (.3); review and analyze materials re same (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/19	John R. Luze	2.60	Draft and revise presentation re chapter 11 case next steps and confirmation process (2.1); conference with K&E team re same (.5).
03/11/19	Hannah Kupsky	1.00	Research re confirmation pleadings.
03/11/19	John R. Luze	0.80	Review and revise Company presentation re next steps and confirmation process.
03/12/19	John R. Luze	1.60	Review and revise presentation re next steps and confirmation process (.7); conference with Company, K&E team, and PJT re same (.9).
03/13/19	Stephen E. Hessler, P.C.	5.00	Prepare for and participate in office conference with K&E team, Company and PJT re restructuring planning.
03/13/19	John R. Luze	4.20	Prepare for and participate in conference with Company re next steps and confirmation process.
03/13/19	Brad Weiland	3.70	Prepare for and participate in conference with Company and all advisors re business plan, potential transaction strategy.
03/15/19	Alex Hevia	0.30	Telephone conference with F. Petrie, S. Ford re disclosure statement.
03/15/19	Francis Petrie	1.10	Telephone conference with A. Hevia, S. Ford re disclosure statement workstreams (.3); review materials re same (.5); arrange for drafting of same (.3).
03/18/19	Jackie Duhl	0.50	Conference with H. Hockberger re plan term sheet (.3); review precedent re same (.2).
03/18/19	Heidi Hockberger	1.30	Review and analyze materials re case summary and parties in interest.
03/18/19	Katie Kane	0.30	Pull solicitation version of disclosure statements.
03/18/19	Hannah Kupsky	1.70	Prepare shell of disclosure statement and pull precedent re same.
03/18/19	Ross M. Kwasteniet, P.C.	2.50	Prepare for and participate in conferences with K&E team, advisors re business plan, potential transaction strategy.
03/18/19	Francis Petrie	0.40	Prepare for and participate in telephone conference with K&E team re disclosure statement risk factors.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Heidi Hockberger	1.00	Research re parties in interest (.3); review and analyze background materials re case status (.7).
03/25/19	Alex Hevia	0.10	Telephone conference with F. Petrie and S. Ford re disclosure statement.
03/25/19	Heidi Hockberger	0.30	Correspond with J. Duhl re parties in interest.
03/25/19	Francis Petrie	0.30	Correspond with S. Ford, A. Hevia re disclosure statement contents.
03/26/19	Stephen Ford	2.20	Draft, revise disclosure statement.
03/26/19	Heidi Hockberger	0.40	Research re parties in interest and correspond with K&E team re same.
03/27/19	Alex Hevia	0.40	Draft and revise disclosure statement.
03/28/19	Stephen Ford	4.00	Draft, revise disclosure statement.
03/28/19	Alex Hevia	0.40	Draft and revise disclosure statement (.3); conference with H. Hockberger re schedule management (.1).
03/29/19	Stephen Ford	1.60	Draft, revise disclosure statement.
03/29/19	Alex Hevia	0.50	Draft and revise disclosure statement.
03/30/19	Stephen Ford	2.50	Draft, revise disclosure statement.
<b>Total</b>		<b>58.70</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012835**

**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, 2019  
(see attached Description of Legal Services for detail)

\$ 190,000.50

Total legal services rendered

\$ 190,000.50



Legal Services for the Period Ending March 31, 2019 Pg 153 of 255

Invoice Number: 1050012835

Windstream Holdings, Inc.

Matter Number: 24706-24

K&E Retention and Fee 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>
Anthony Abate	1.00	325.00	325.00
Alli Beckett	12.00	295.00	3,540.00
Spencer Caldwell-McMillan	7.50	595.00	4,462.50
Michael Y. Chan	58.50	255.00	14,917.50
Jackie Duhl	10.40	595.00	6,188.00
Stephen Ford	17.30	595.00	10,293.50
Susan D. Golden	2.60	1,135.00	2,951.00
Gene S. Goldmintz	0.70	920.00	644.00
Chad J. Husnick, P.C.	0.70	1,515.00	1,060.50
Anna Jirschele	1.00	255.00	255.00
John R. Luze	13.50	995.00	13,432.50
Samuel Miller	73.00	230.00	16,790.00
Eric Nyberg	58.50	255.00	14,917.50
Carrie Therese Oppenheim	1.30	430.00	559.00
Francis Petrie	0.60	705.00	423.00
Kenneth Sampson	11.00	380.00	4,180.00
Tommy Scheffer	18.20	595.00	10,829.00
Trudy Smith	112.70	705.00	79,453.50
Brad Weiland	3.30	1,255.00	4,141.50
Amy Zayed	2.50	255.00	637.50
<b>TOTALS</b>	<b>406.30</b>		<b>\$ 190,000.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/04/19	Spencer Caldwell-McMillan	1.00	Review and revise billing memorandum (.9); correspond with F. Petrie re same (.1).
03/04/19	John R. Luze	0.40	Review and revise K&E retention application.
03/04/19	Samuel Miller	7.00	Research re creditors/entities conflicts (3.0); analyze same re same (4.0).
03/04/19	Eric Nyberg	1.50	Organize and prepare parties for conflicts search.
03/04/19	Tommy Scheffer	0.10	Correspond with K&E team re billing matter number coordination.
03/05/19	Spencer Caldwell-McMillan	1.20	Review and revise billing memorandum (.9); correspond with K&E team re same (.2); correspond with F. Petrie re same (.1).
03/05/19	Michael Y. Chan	4.50	Organize and prepare parties for conflicts search (1.0); analyze disclosure of creditors/entities (3.5).
03/05/19	John R. Luze	0.90	Review and analyze K&E retention application process.
03/05/19	Samuel Miller	7.00	Research re parent Company possible conflicts (3.5); telephone conference and correspond with K&E team re same (3.5).
03/05/19	Eric Nyberg	5.50	Organize and prepare parties for conflicts search (2.0); research re conflicts (1.0); analyze disclosure of creditors/entities (2.5).
03/05/19	Francis Petrie	0.40	Review and revise billing memorandum (.3); correspond with S. Caldwell-McMillan re same (.1).
03/06/19	Michael Y. Chan	7.00	Organize and prepare parties for conflicts searches (3.0); analyze disclosure of creditors/entities (4.0).
03/06/19	Jackie Duhl	1.60	Correspond with T. Smith re K&E retention (.2); draft guidelines re K&E retention (1.4).
03/06/19	John R. Luze	0.60	Review and analyze K&E retention issues.
03/06/19	Samuel Miller	7.00	Analyze disclosure of creditors/entities.
03/06/19	Eric Nyberg	3.00	Analyze disclosure of creditors/entities.
03/06/19	Trudy Smith	1.80	Correspond with K&E team re conflicts reports review (.3); review, analyze precedent K&E retention applications (1.5).

Legal Services for the Period Ending March 31, 2019  
 Windstream Holdings, Inc.  
 K&E Retention and Fee Matters

Invoice Number: 1050012835  
 Matter Number: 24706-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/19	Michael Y. Chan	1.50	Organize and prepare parties for conflicts search.
03/07/19	Susan D. Golden	0.50	Office conference with T. Smith re K&E retention application.
03/07/19	John R. Luze	0.40	Review and analyze billing and K&E retention issues.
03/07/19	Samuel Miller	7.00	Analyze disclosure of creditors/entities.
03/07/19	Eric Nyberg	6.50	Organize and prepare parties for conflicts search (4.0); research re possible conflicts (2.5).
03/07/19	Francis Petrie	0.20	Correspond with K&E team re billing practices.
03/07/19	Trudy Smith	3.30	Draft documents synthesizing conflicts reports (.8); compile reports received (.2); correspond with K&E team re conflicts review process (.6); draft K&E retention application (1.7).
03/08/19	Michael Y. Chan	1.50	Organize and prepare parties for conflicts search.
03/08/19	Gene S. Goldmintz	0.70	Correspond with T. Smith re conflict process.
03/08/19	John R. Luze	0.60	Review and correspond with K&E team re retention application drafting process.
03/08/19	Eric Nyberg	1.50	Research re creditors/entities conflicts.
03/08/19	Tommy Scheffer	4.70	Analyze conflicts reports (3.5); draft tracker re same (1.2).
03/08/19	Trudy Smith	7.10	Correspond with K&E team re conflicts review (1.3); review, analyze initial interested parties list (.6); review, analyze precedent K&E retention applications (2.1); review, analyze internal conflict procedures and guidelines (.9); draft K&E retention application (1.7); review, analyze conflict reports (.5).
03/09/19	Trudy Smith	0.70	Draft K&E retention application.
03/10/19	Brad Weiland	1.10	Review and analyze retention materials.
03/11/19	Trudy Smith	3.70	Correspond with J. Luze re engagement letter and other retention matters (.1); review and analyze conflicts reports (2.5); draft K&E retention application (1.1).
03/12/19	Trudy Smith	0.80	Draft declaration re K&E retention application (.7); correspond with K&E team re advanced payment retention received (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/19	John R. Luze	0.70	Review and analyze K&E retention issues.
03/13/19	Tommy Scheffer	0.60	Conference with T. Smith re K&E retention application, conflicts analysis.
03/13/19	Trudy Smith	4.70	Draft K&E retention application company declaration (1.0); draft K&E retention application declaration (1.7); review and revise K&E retention application (1.3); correspond with C. Oppenheim re same (.1); review and analyze conflicts reports (.6).
03/14/19	Carrie Therese Oppenheim	0.30	Review, revise K&E retention application.
03/14/19	Trudy Smith	3.40	Meet with J. Luze re budget and staffing memorandum, conflicts review, and K&E retention (.2); correspond and telephone conference with A&M re interested parties list (.2); correspond with K&E team re staffing matters (.1); draft K&E retention application re advance payment retainer and review and analyze materials re same (.6); revise interested parties list (1.0); correspond with K&E team re same (.1); review and analyze precedent budget and staffing memorandum (.6); draft letter re amendment to engagement (.6).
03/15/19	John R. Luze	0.60	Review and revise K&E retention application.
03/15/19	Eric Nyberg	2.00	Organize and prepare parties for conflicts search.
03/15/19	Trudy Smith	2.20	Revise amendment to engagement letter (.9); correspond with J. Luze re same (.1); telephone conference with same re conflicts (.1); synthesize conflicts reports and revise documents re reports received (.6); review and analyze conflict reports (.5).
03/16/19	John R. Luze	2.10	Review and revise K&E retention application (1.8); correspond with K&E team re same (.3).
03/16/19	Trudy Smith	4.00	Correspond with J. Luze re revisions to K&E retention application (.1); revise K&E retention application (1.7); review and analyze conflict reports (2.2).
03/17/19	John R. Luze	0.80	Review and revise K&E retention application.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/19	Trudy Smith	0.70	Revise K&E retention application re comments received (.5); correspond with J. Luze re same (.1); correspond with R. Kwasteniet and B. Weiland re retention applications (.1).
03/17/19	Brad Weiland	1.10	Review and analyze draft retention application materials.
03/18/19	Michael Y. Chan	2.00	Organize and prepare parties for conflicts search re creditors/entities.
03/18/19	Jackie Duhl	3.00	Review and analyze conflict reports.
03/18/19	John R. Luze	1.30	Review and analyze conflict search issues (.4); correspond with K&E team re same (.3); review and revise K&E retention application (.6).
03/18/19	Samuel Miller	7.00	Analyze disclosure of creditors/entities (3.5); analyze re possible conflicts (3.5).
03/18/19	Eric Nyberg	5.50	Organize and prepare parties for conflicts search (4.0); conduct parent Company research re creditors/entities conflicts (1.5).
03/18/19	Carrie Therese Oppenheim	0.20	Correspond with T. Smith re equity holders for conflicts review.
03/18/19	Trudy Smith	9.00	Telephone conference with B. Weiland re K&E retention draft (.1); telephone conference with J. Luze re conflicts, budget and staffing, and K&E retention (.3); correspond with J. Luze re same (.1); telephone conference and correspond with J. Duhl re conflicts review (.1); correspond with K&E team re equity holders for conflicts reviews (.2); revise conflicts interested parties list and correspond with K&E team and A&M re same (1.0); review and analyze conflicts reports (3.9); revise K&E retention application re comments received (1.3); draft specific disclosure language (1.6); revise amendment to engagement letter (.4).
03/19/19	Michael Y. Chan	6.00	Organize and prepare parties for conflicts search (4.0); analyze disclosure of creditors/entities (2.0).
03/19/19	John R. Luze	0.40	Review and revise K&E retention application.
03/19/19	Samuel Miller	7.00	Organize and prepare parties for conflicts search (3.5); analyze disclosure of creditors/entities (3.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Eric Nyberg	1.00	Organize and prepare parties for conflicts search.
03/19/19	Tommy Scheffer	1.80	Conference with T. Smith re conflicts analysis (.2); correspond with T. Smith re same (.2); analyze conflicts and update tracker (1.4).
03/19/19	Trudy Smith	5.40	Review and analyze conflict reports (3.3); correspond and telephone conference with K&E team re same (.6); synthesize analysis received re conflicts (1.1); correspond with K&E team re K&E retention application (.4).
03/19/19	Brad Weiland	0.40	Review and analyze retention materials and correspond with K&E team re same.
03/20/19	Alli Beckett	4.00	Analyze disclosure of creditors/entities.
03/20/19	Spencer Caldwell-McMillan	1.00	Office conference with T. Smith re conflicts (.5); review conflicts reporting (.5).
03/20/19	Michael Y. Chan	5.50	Organize and prepare parties for conflicts search re creditors/entities (2.0); analyze disclosure of creditors/entities (3.5).
03/20/19	Jackie Duhl	0.70	Review, analyze conflicts reports.
03/20/19	Stephen Ford	1.40	Office conference with T. Smith re conflicts analysis (.2); perform conflicts analysis (1.2).
03/20/19	John R. Luze	0.60	Review and revise K&E retention application (.3); conference with company re same (.3).
03/20/19	Samuel Miller	7.00	Analyze disclosure of creditors/entities.
03/20/19	Eric Nyberg	7.50	Analyze disclosure of creditors/entities (3.5); research re creditors/entities conflicts (4.0).
03/20/19	Tommy Scheffer	1.20	Conference with T. Smith re interested parties, conflicts analysis (.2); analyze conflicts (.9); correspond with T. Smith re same (.1).
03/20/19	Trudy Smith	9.60	Review, analyze conflict reports (3.9); correspond with K&E team re conflicts analysis (1.5); telephone conference with J. Luze re outstanding conflict items (.2); revise K&E retention, budget and staffing analysis (4.0).
03/21/19	Michael Y. Chan	5.50	Organize and prepare parties for conflicts search re creditors/entities (4); analyze disclosure of creditors/entities (1.5).
03/21/19	Michael Y. Chan	1.00	Organize and prepare parties for conflicts search re creditors/entities.
03/21/19	Jackie Duhl	1.30	Review, analyze conflicts reports.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/19	Stephen Ford	6.20	Analyze conflicts reports (4.0); update tracker re same (2.0); office conference with T. Smith re same (.2).
03/21/19	Anna Jirschele	1.00	Organize and prepare parties for conflicts search re creditors/entities.
03/21/19	Samuel Miller	7.00	Analyze disclosure of creditors/entities.
03/21/19	Eric Nyberg	3.00	Research re creditors/entities conflicts (2.0); organize and prepare parties for conflicts search re creditors/entities (1.0).
03/21/19	Eric Nyberg	3.50	Organize and prepare parties for conflicts search re creditors/entities.
03/21/19	Trudy Smith	9.30	Conference with J. Duhl re conflicts review next steps (.7); telephone conferences with J. Luze re K&E retention outstanding items (.4); prepare budget and staffing analysis and materials (3.9); review, analyze precedent re same (1.5); review, analyze conflict reports (2.3); correspond with K&E team re same (.5).
03/21/19	Amy Zayed	1.00	Organize and prepare parties for conflicts search re creditors/entities.
03/22/19	Michael Y. Chan	7.00	Organize and prepare parties for conflicts search re creditors/entities (3.0); analyze disclosure of creditors/entities (4.0).
03/22/19	Michael Y. Chan	1.50	Analyze disclosure of creditors/entities.
03/22/19	Jackie Duhl	0.70	Review, analyze conflict reports.
03/22/19	Stephen Ford	4.60	Review, analyze conflict reports.
03/22/19	John R. Luze	0.70	Review and revise K&E retention application (.3); review and analyze budget and staffing plan (.4).
03/22/19	Samuel Miller	7.00	Analyze disclosure of creditors/entities.
03/22/19	Eric Nyberg	11.00	Organize and prepare parties for conflicts searching for creditors/entities (4.2); analyze disclosure of creditors/entities (3.8); review analysis re same (3.0).
03/22/19	Kenneth Sampson	3.00	Analyze disclosure of creditors/entities submitted as vendors (1.5); organization and review of disclosures re creditors/entities (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/19	Trudy Smith	7.00	Correspond with J. Luze re revised budget and staffing memorandum (.1); draft budget and staffing memorandum (1.7); correspond with K&E team re retainer draws (.5); correspond with K&E team re conflicts reports (1.8); synthesize conflicts reports (.4); revise K&E retention application re comments received (.2); review, analyze conflicts reports (2.3).
03/22/19	Amy Zayed	1.00	Organize and prepare parties for conflicts search.
03/23/19	Alli Beckett	1.50	Analyze disclosure of creditors/entities.
03/23/19	Spencer Caldwell-McMillan	3.80	Review, analyze potential conflicts report (3.7); correspond with T. Smith re same (.1).
03/23/19	Michael Y. Chan	4.00	Analyze disclosure of creditors/entities.
03/23/19	Jackie Duhl	1.20	Review, analyze conflicts reports.
03/23/19	Kenneth Sampson	1.00	Organization and review disclosures re all creditors/entities.
03/23/19	Tommy Scheffer	2.20	Review, analyze conflicts reports (.8); update tracker re same (1.3); correspond with T. Smith re same (.1).
03/23/19	Trudy Smith	8.20	Review and synthesize conflicts reports (3.9); correspond with K&E team re conflicts reports (1.5); revise K&E retention application (2.8);.
03/24/19	Michael Y. Chan	4.50	Organize and prepare parties for conflicts search re creditors/entities (2.0); analyze disclosure of creditors/entities (2.5).
03/24/19	Samuel Miller	3.00	Analyze disclosure of creditors/entities.
03/24/19	Eric Nyberg	3.50	Organize and prepare parties for conflicts search (1.5); analyze disclosure of creditors/entities (2.0).
03/24/19	Kenneth Sampson	3.00	Analyze disclosure of possible vendor conflicts (1.5); organization and review of disclosures re all creditors/entities (1.5).
03/24/19	Trudy Smith	9.20	Review and analyze conflict reports (3.9); revise K&E retention application (3.0); correspond with K&E team re conflicts review analysis (.6); synthesize conflicts analysis re reports reviewed (1.7).
03/25/19	Alli Beckett	6.50	Organize and review disclosures re creditors/entities.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/19	Michael Y. Chan	7.00	Analyze disclosure of creditors/entities (3.5); organize and review of disclosures re creditors/entities (3.5).
03/25/19	Jackie Duhl	1.90	Review, analyze conflicts reports.
03/25/19	Stephen Ford	5.10	Office conference with T. Smith re conflicts analysis. (.3); analyze conflicts report (3.0); update tracker re same (1.8).
03/25/19	John R. Luze	0.80	Review and revise K&E retention application.
03/25/19	Samuel Miller	7.00	Analyze disclosure of creditors/entities.
03/25/19	Eric Nyberg	3.50	Analyze disclosure of creditors/entities (2.0); draft. circulate conflicts correspondence (1.5).
03/25/19	Kenneth Sampson	4.00	Analyze disclosure of creditors/entities submitted as vendors (1.5); organize and review disclosures re creditors/entities (1.0); draft schedules re declaration (1.5).
03/25/19	Tommy Scheffer	7.50	Analyze conflicts reports (3.7); update tracker re same (3.2); correspond with K&E team re same (.6).
03/25/19	Trudy Smith	10.10	Correspond with K&E team re conflicts reports analysis (.6); review, analyze conflict reports (4.0); revise specific disclosure language re same (1.9); revise K&E retention application (1.1); conferences with K&E team re reports analysis process (.7); synthesize conflicts reports information (1.8).
03/25/19	Brad Weiland	0.70	Review and analyze retention application and related materials (.5); correspondence re same with T. Smith (.2).
03/25/19	Amy Zayed	0.50	Organize and prepare parties for conflicts search.
03/26/19	Anthony Abate	1.00	Review, revise, and file K&E retention application.
03/26/19	Spencer Caldwell-McMillan	0.50	Telephone conference with T. Smith re conflicts (.1); review conflicts report (.4).
03/26/19	Susan D. Golden	2.10	Review, revise K&E retention application (1.3); conference with T. Smith re certain retention application sections (.4); correspond with A. Yenamandra, C. Husnick re retention application revisions (.2); telephone conference with K&E team re declaration in support of retention application (.2).
03/26/19	Chad J. Husnick, P.C.	0.70	Review and revise K&E retention application (.5); correspond with K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/19	John R. Luze	2.60	Review and revise K&E retention application (1.7); conference with K&E team re same (.9).
03/26/19	Carrie Therese Oppenheim	0.80	Review, finalize K&E retention application.
03/26/19	Tommy Scheffer	0.10	Conference with T. Smith re conflicts analysis.
03/26/19	Trudy Smith	12.10	Review, analyze conflict reports (3.9); synthesize information and materials re same (2.0); revise K&E retention application re specific disclosures (.9); review, analyze precedent applications re same (1.0); telephone conferences with K&E team re same (.7); conference with K&E team re retention application (.2); revise K&E retention application re comments received (2.4); prepare K&E retention application for filing (1.0).
03/27/19	Trudy Smith	0.40	Review and synthesize conflicts reports (.3); correspond with K&E team re retention application (.1).
<b>Total</b>		<b>406.30</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012834**

**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, 2019  
(see attached Description of Legal Services for detail)

\$ 100,907.00

Total legal services rendered

\$ 100,907.00

Legal Services for the Period Ending March 31, 2019 Pg 164 of 255

Invoice Number: 1050012834

Windstream Holdings, Inc.

Matter Number: 24706-25

Non-K&E Retention and Fee 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>
Anthony Abate	3.00	325.00	975.00
Spencer Caldwell-McMillan	2.30	595.00	1,368.50
Jackie Duhl	23.50	595.00	13,982.50
Emily Anna Flynn	5.30	595.00	3,153.50
Susan D. Golden	0.90	1,135.00	1,021.50
Stephen E. Hessler, P.C.	1.00	1,565.00	1,565.00
Katie Kane	2.60	265.00	689.00
Hannah Kupsky	1.60	325.00	520.00
Ross M. Kwasteniet, P.C.	1.50	1,515.00	2,272.50
John R. Luze	30.30	995.00	30,148.50
Carrie Therese Oppenheim	8.30	430.00	3,569.00
Francis Petrie	9.20	705.00	6,486.00
Cristine Pirro	5.90	1,135.00	6,696.50
Andrew Polansky	10.20	595.00	6,069.00
Tommy Scheffer	17.70	595.00	10,531.50
Nacif Taousse	0.80	705.00	564.00
Brad Weiland	9.00	1,255.00	11,295.00
<b>TOTALS</b>	<b>133.10</b>		<b>\$ 100,907.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/27/19	Spencer Caldwell-McMillan	0.30	Correspond with F. Petrie re conflicts list (.1) correspond with A&M re same (.1); correspond with Katten counsel re same (.1).
02/27/19	Ross M. Kwasteniet, P.C.	1.50	Follow-up re professional retention issues for lender advisors.
02/27/19	Nacif Taousse	0.80	Correspond with N. Davanipour re custom fees issue (.6); review, analyze materials re same (.2).
02/28/19	Anthony Abate	1.00	Draft A&M retention application (.5); draft KCC 327 retention application (.5).
03/01/19	Jackie Duhl	2.70	Review financial advisor engagement letters (2.0); correspond with C. Pirro and H. Kupsky re same (.7).
03/01/19	Susan D. Golden	0.40	Correspond with KCC team re KCC retention application.
03/01/19	Stephen E. Hessler, P.C.	1.00	Telephone conference with K&E team, Company, PJT and A&M re advisors.
03/01/19	Katie Kane	1.00	Draft PJT retention application.
03/01/19	Cristine Pirro	2.80	Review and revise FTI and Paul Weiss letters (2.3); conference and correspond with J. Duhl, G. Klidonas, B. Weiland re same (.5).
03/01/19	Brad Weiland	0.60	Review and analyze creditor and estate professional retention and fee payment items.
03/02/19	Brad Weiland	0.40	Review and analyze creditor professional items (.2); correspond with K. Moody re same (.2).
03/04/19	John R. Luze	0.60	Conference with advisor professionals re retention application process.
03/05/19	Jackie Duhl	2.30	Review Houlihan Lokey engagement letters (2.1); correspond with C. Pirro re same (.2).
03/05/19	John R. Luze	1.20	Review and analyze non-K&E retained professionals (.6); review and analyze ordinary course professionals issues (.3); conference with A&M re same (.3).
03/05/19	Francis Petrie	0.20	Correspond with Katten team re conflicts, retention.
03/05/19	Cristine Pirro	0.30	Telephone conference with J. Duhl, B. Weiland re Houlihan engagement letter.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/19	Brad Weiland	0.70	Telephone conference with Norton Rose re retention and correspond with K&E team re same.
03/06/19	Jackie Duhl	2.80	Review and revise Houlihan Lokey engagement letter (2.6); correspond with C. Pirro re same (.2).
03/06/19	Susan D. Golden	0.50	Telephone conference with B. Weiland re ordinary course professional issues (.2); telephone conference with P. Schwartzberg re non-legal ordinary course professionals retentions (.2); correspond with B. Weiland and J. Luze re same (.1).
03/06/19	Hannah Kupsky	0.30	Research re precedent re Houlihan engagement letters.
03/06/19	John R. Luze	0.80	Conference with advisors re retention application process.
03/06/19	Francis Petrie	0.20	Correspond with conflicts counsel re retentions, matter numbers.
03/07/19	John R. Luze	0.80	Review and analyze issues re compensation procedures, ordinary course professionals, and non-K&E retained professionals.
03/08/19	Anthony Abate	0.50	Draft PwC retention application.
03/08/19	Jackie Duhl	0.20	Review and revise PwC retention application.
03/08/19	John R. Luze	0.70	Review and analyze ordinary course professionals and non-K&E retained advisor retention application issues.
03/08/19	Carrie Therese Oppenheim	0.50	Review precedent re auditor retention applications (.3); telephone conference with J. Luze re professional retention applications (.2).
03/08/19	Francis Petrie	0.40	Correspond with A&M, Katten teams re upcoming deadlines, conflict parties, retention.
03/08/19	Tommy Scheffer	1.00	Correspond with K&E, PJT teams re PJT retention application.
03/11/19	Jackie Duhl	3.00	Draft and revise PwC retention application.
03/11/19	John R. Luze	0.80	Review and analyze ordinary course professional and Deloitte retained advisor retention applications.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/19	Carrie Therese Oppenheim	1.30	Draft, revise interim compensation motion (.5); review, revise ordinary course professionals motion (.3); correspond with S. Caldwell-McMillan re A&M retention application (.2); review, revise professional retention applications (.3).
03/11/19	Andrew Polansky	0.40	Review, revise Deloitte retention application.
03/11/19	Andrew Polansky	0.30	Review, revise interim compensation motion.
03/11/19	Tommy Scheffer	5.80	Draft PJT retention application, correspond with K&E, PJT teams re same.
03/12/19	Emily Anna Flynn	1.00	Draft KCC retention application.
03/12/19	Carrie Therese Oppenheim	1.90	Draft, revise notices of hearing re PJT, KCC, PwC, and Deloitte retention applications (.8); review, distribute precedent re KCC administrative advisor retention (.4); revise Deloitte retention application (.5); correspond with J. Duhl re PwC retention and open items (.2).
03/12/19	Andrew Polansky	0.30	Revise Deloitte retention application.
03/12/19	Andrew Polansky	0.40	Revise motion re interim compensation procedures.
03/13/19	Emily Anna Flynn	2.80	Review, revise second day motions (2.6); correspond with A. Polansky re same (.2).
03/13/19	Katie Kane	0.50	Research re precedent re engagement letters.
03/13/19	John R. Luze	0.80	Review and analyze ordinary course professional and non-K&E retention application issues.
03/13/19	Carrie Therese Oppenheim	0.70	Review precedent re interim compensation orders.
03/13/19	Francis Petrie	1.20	Review and revise ordinary course professionals motion.
03/13/19	Andrew Polansky	0.60	Draft, revise Deloitte retention application.
03/14/19	Jackie Duhl	2.00	Review and revise advisor engagement letters.
03/14/19	Katie Kane	0.40	Pull word versions of PDF engagement letters.
03/14/19	Brad Weiland	1.50	Review and analyze fee letters from creditor advisors and correspond with Company, K&E team re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/19	Jackie Duhl	5.50	Review and revise advisor engagement letters (3.0); analyze market advisor engagement letters (2.0); correspond with B. Weiland, C. Pirro, and G. Goldmintz re same (.5).
03/15/19	Katie Kane	0.70	Research re Morrison Foerster fee application (.2); research re Evercore engagement letters (.5).
03/15/19	John R. Luze	1.80	Review and revise ordinary course professionals motion (.5); review and revise interim compensation procedures (.4); review and revise non-K&E retention applications (.9).
03/15/19	Francis Petrie	0.90	Correspond with Katten team re retention application (.2); revise ordinary course professionals motion (.7).
03/15/19	Tommy Scheffer	0.20	Correspond with J. Luze, PJT team re PJT retention application.
03/15/19	Brad Weiland	1.90	Prepare and revise materials re debtors' professional retention (.5); review and analyze proposed creditor fee letters and Company comments re same (1.0); correspond with Company, K&E team re same (.4).
03/16/19	Jackie Duhl	0.50	Review and revise PwC retention application.
03/16/19	Emily Anna Flynn	0.60	Review, revise KCC retention application.
03/16/19	John R. Luze	7.10	Draft and revise PJT retention application (1.8); draft and revise A&M retention application (1.2); draft and revise Deloitte retention application (.8); draft and revise PwC retention application (.9); draft and revise KCC retention application (.5); draft and revise compensation procedures and ordinary course professionals procedures (1.2); conference with K&E team re retention applications (.7).
03/16/19	Carrie Therese Oppenheim	1.40	Draft, revise Deloitte retention application (.8); draft, revise A&M retention (.6).
03/16/19	Tommy Scheffer	1.80	Revise PJT retention application (1.5); correspond with J. Luze, PJT team re same (.3).
03/17/19	Spencer Caldwell-McMillan	1.70	Review and revise A&M application (1.5); correspond with J. Luze re same (.1); correspond with A&M re same (.1).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/19	Jackie Duhl	0.40	Review and revise PwC retention application.
03/17/19	Emily Anna Flynn	0.30	Review, revise KCC retention application.
03/17/19	John R. Luze	2.80	Review and revise non-K&E retention applications (1.8); review and revise compensation procedures and ordinary course professionals (.6); conference with K&E team re same (.4).
03/17/19	Francis Petrie	1.10	Revise ordinary course professionals motion (.9); correspond with Katten team re retention (.2).
03/17/19	Andrew Polansky	0.90	Review and revise Deloitte retention application drafts.
03/18/19	Jackie Duhl	1.00	Review and revise engagement letters (.5); correspond with T. Smith and S. Caldwell-McMillan re same (.5).
03/18/19	John R. Luze	1.10	Review and revise non-K&E retention applications (.4); review and revise compensation procedures process overview (.5); correspond with K&E team and A&M re same (.2).
03/18/19	Carrie Therese Oppenheim	0.10	Review, index Deloitte engagement letters.
03/18/19	Francis Petrie	0.50	Review and revise ordinary course professionals order (.3); correspond with A&M re same (.2).
03/18/19	Andrew Polansky	2.10	Revise non-K&E retention application (1.8); correspond with J. Luze re same (.3).
03/18/19	Brad Weiland	1.40	Review and analyze company comments to creditor advisor engagement letters (1.0); correspond with K&E team re same (.4).
03/18/19	Brad Weiland	1.40	Review and comment on draft pleadings for second day hearing.
03/19/19	Jackie Duhl	1.20	Review conflicts (1.0); correspond with PwC team re retention application (.2).
03/19/19	Hannah Kupsky	0.40	Update PJT Retention with global edits.
03/19/19	Hannah Kupsky	0.40	Pull precedent re SDNY interim compensation motions.
03/19/19	John R. Luze	1.60	Review and revise non-K&E retention applications (1.1); review and revise ordinary course professionals and compensation procedures motions (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Francis Petrie	0.30	Revise ordinary course professionals motion (.2); correspond with Katten team re retention (.1).
03/19/19	Cristine Pirro	2.80	Review and comment on second day motions, retention applications.
03/19/19	Andrew Polansky	1.40	Review and revise Deloitte retention materials.
03/19/19	Tommy Scheffer	3.00	Revise PJT retention application (2.4); correspond with J. Luze, PJT team re same (.6).
03/20/19	John R. Luze	0.90	Review and revise non-K&E retention applications, compensation procedures, and ordinary course professionals (.6); conference with Company re same (.3).
03/20/19	Tommy Scheffer	0.90	Correspond with PJT team re PJT retention application.
03/21/19	Jackie Duhl	1.40	Review and revise engagement letters (.7); review and revise PwC retention application (.7).
03/21/19	Emily Anna Flynn	0.20	Review, revise KCC application.
03/21/19	Hannah Kupsky	0.50	Revise ordinary course professionals motion with global revision.
03/21/19	John R. Luze	0.80	Draft and revise non-K&E retention applications, compensation procedures, and ordinary course professionals (.6); correspond with K&E team re same (.2).
03/21/19	Andrew Polansky	0.10	Review and revise Deloitte retention application and correspond with J. Luze re same.
03/21/19	Tommy Scheffer	0.80	Correspond with PJT team re parties in interest (.5); revise PJT retention application (.3).
03/22/19	John R. Luze	0.90	Review and revise non-K&E retention applications.
03/22/19	Francis Petrie	0.20	Correspond with Katten, K&E team re Katten retention.
03/24/19	Francis Petrie	0.30	Review and revise ordinary course professional motion (.2); correspond with J. Luze re same (.1).
03/24/19	Andrew Polansky	0.40	Review and revise interim compensation procedures motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/19	Spencer Caldwell-McMillan	0.30	Review and revise A&M retention application (.1); correspond with J. Luze re same (.1); correspond with A&M re letter (.1).
03/25/19	Jackie Duhl	0.30	Review and revise PwC retention application (.2); correspond with PwC team re same (.1).
03/25/19	Emily Anna Flynn	0.20	Revise KCC retention application.
03/25/19	John R. Luze	1.50	Review and revise Deloitte retention applications (.8); review and revise compensation procedures and ordinary course professionals (.4); correspond with K&E team re same (.3).
03/25/19	Carrie Therese Oppenheim	0.30	Review, compile exhibits and disclosure schedules re retention applications.
03/25/19	Francis Petrie	1.20	Review and revise ordinary course professionals motion (.2); correspond with A&M team re same (.1); correspond with Katten re retention (.1); review and revise Katten retention (.3); correspond with K&E team re same (.5).
03/25/19	Andrew Polansky	2.50	Review and revise Deloitte retention application (1.2); correspond with J. Luze re same (.3); revise interim compensation procedures (.8); correspond with J. Luze re same (.2).
03/25/19	Tommy Scheffer	0.30	Correspond with K&E, PJT teams re PJT retention application.
03/26/19	Anthony Abate	1.50	Review, revise, and file debtor's professionals retention applications.
03/26/19	Jackie Duhl	0.20	Correspond with PwC team re retention application (.1); correspond with J. Luze re same (.1).
03/26/19	Emily Anna Flynn	0.20	Review KCC retention for filing.
03/26/19	John R. Luze	6.10	Review and revise PJT retention application (.9); review and revise A&M retention application (.8); review and revise PwC retention application (.6); review and revise Katten retention application (.4); review and revise KCC retention application (.5); review and revise ordinary course professionals motion (1.1); review and revise compensation procedures (.5); coordinate filing of retention applications and compensation procedures (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/19	Carrie Therese Oppenheim	1.80	Review, finalize, ordinary course professionals, A&M, PJT, PwC, and Katten retentions for filing (1.3); correspond with K&E team re exhibits to same (.3); correspond with A. Gorman re ordinary course professionals service list (.2).
03/26/19	Francis Petrie	2.30	Review and revise ordinary course professionals motion (.4); review and revise Katten retention (.8); correspond with Katten team re same (.8); arrange for filing of same (.3).
03/26/19	Andrew Polansky	0.20	Revise, analyze interim compensation procedures motion.
03/26/19	Tommy Scheffer	3.90	Correspond with PJT team re PJT retention application (.6); revise same (1.4); correspond with J. Luze re same (.3); telephone conference with G. South re same (.1); update schedules re same (1.5).
03/26/19	Brad Weiland	1.10	Correspond with K&E team, Company re editor advisor items (.4); review and analyze retention applications for debtor professionals (.7).
03/27/19	Carrie Therese Oppenheim	0.30	Correspond with S. Golden re U.S. Trustee revisions to ordinary course professionals and professional retention orders.
03/28/19	Francis Petrie	0.40	Correspond with Norton Rose Fulbright re ordinary course professional status.
03/29/19	Andrew Polansky	0.60	Draft talking points re interim compensation procedures.
<b>Total</b>		<b>133.10</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012833**

**Client Matter: 24706-26**

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**In the Matter of Schedules and Statements**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 4,087.50

Total legal services rendered

\$ 4,087.50

Legal Services for the Period Ending March 31, 2019 Pg 174 of 255

Invoice Number: 1050012833

Windstream Holdings, Inc.

Matter Number: 24706-26

Schedules and Statements

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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	1.30	325.00	422.50
Alex Hevia	0.70	595.00	416.50
Heidi Hockberger	2.30	705.00	1,621.50
Carrie Therese Oppenheim	2.80	430.00	1,204.00
Francis Petrie	0.60	705.00	423.00
<b>TOTALS</b>	<b>7.70</b>		<b>\$ 4,087.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
03/01/19	Anthony Abate	0.40	Draft second schedules extension motion.
03/12/19	Carrie Therese Oppenheim	2.20	Draft notice of presentment re second schedules extension order (.4); review local rules re requirements for same (.4); draft motion to extend deadline to file schedules (.8); review precedent re same (.6).
03/25/19	Francis Petrie	0.60	Review and revise schedules extension motion (.4); correspond with chambers re same, extension of deadline (.2).
03/26/19	Carrie Therese Oppenheim	0.30	Revise second schedule extension motion.
03/27/19	Anthony Abate	0.50	Search for and distribute global notes precedent.
03/27/19	Heidi Hockberger	0.10	Correspond with J. Luze and A. Hevia re schedules and statements.
03/27/19	Carrie Therese Oppenheim	0.30	Research precedent re global notes.
03/28/19	Anthony Abate	0.40	Draft template global notes.
03/28/19	Heidi Hockberger	2.20	Draft schedules and statements global notes.
03/29/19	Alex Hevia	0.70	Revise and revise global notes shell.
<b>Total</b>		<b>7.70</b>	

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**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012832**

**Client Matter: 24706-27**

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**In the Matter of Tax Matters**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 35,327.50

Total legal services rendered

\$ 35,327.50



**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Neda Davanipour	3.40	705.00	2,397.00
Jackie Duhl	2.10	595.00	1,249.50
Library Business Research	1.00	360.00	360.00
John R. Luze	1.30	995.00	1,293.50
Carrie Therese Oppenheim	0.30	430.00	129.00
Cristine Pirro	0.50	1,135.00	567.50
Anthony Vincenzo Sexton	14.40	1,185.00	17,064.00
Nicholas Warther	14.10	870.00	12,267.00
<b>TOTALS</b>	<b>37.10</b>		<b>\$ 35,327.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/23/19	Anthony Vincenzo Sexton	0.20	Correspond with K&E team and Company re tax diligence and related issues.
02/24/19	Anthony Vincenzo Sexton	0.50	Correspond with K&E team and Company re tax diligence and related issues.
02/25/19	Jackie Duhl	0.50	Review and revise taxing authorities.
02/25/19	Anthony Vincenzo Sexton	1.00	Telephone conference with K&E team re equity and claims trading motions (.1); correspond with K&E team re same (.1); review, analyze tax diligence materials (.5); conference with K&E team re OID issues (.3).
02/25/19	Nicholas Warther	2.10	Correspond with A. Sexton re OID and unmatured interest (.7); review, analyze tax law and past documents addressing same (1.4).
02/26/19	Anthony Vincenzo Sexton	0.20	Correspond with K&E team re equity trading order issues.
02/26/19	Nicholas Warther	1.10	Review disclosures re OID and unmatured interest issue (.7); correspond with A. Sexton and K&E team re same (.4).
02/27/19	Neda Davanipour	3.40	Review analyze various agreements taxes motion and surety bond motion re surety issues and prepare correspondence re same (1.9); attend telephone conference with A&M team and various correspondence re same (.8); correspond with J. Luze re same (.1); review analyze various surety bond agreements and correspond with N. Taousse re taxes and surety issues (.6).
02/27/19	Jackie Duhl	0.20	Correspond with C. Pirro re equity trading motion.
02/27/19	Cristine Pirro	0.50	Review tax declaration from R. Posner (.2); correspond with R. Posner, A. Sexton re same (.3).
02/27/19	Anthony Vincenzo Sexton	0.70	Correspond with K&E team re SEC filings (.2); correspond with K&E team and potential equity purchaser re 382 issues (.5).
02/28/19	Carrie Therese Oppenheim	0.30	Revise notice of entry of interim NOL order for service.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/19	Nicholas Warther	3.60	Review and revise tax portions of DIP credit agreement (3.2); correspond with A. Sexton re same (.4).
03/01/19	Anthony Vincenzo Sexton	0.30	Telephone conference with Company and Deloitte re diligence status.
03/01/19	Nicholas Warther	0.20	Telephone conference with Deloitte and Company re next steps on tax modeling.
03/04/19	Library Business Research	1.00	Research re 8K filings Interim NOL orders.
03/04/19	Anthony Vincenzo Sexton	0.50	Review and revise SEC filings.
03/04/19	Nicholas Warther	0.30	Review and revise exhibits to credit agreement.
03/05/19	Anthony Vincenzo Sexton	0.70	Correspond with Company and K&E team re pre-petition and administrative taxes (.3); revise 10-K draft language (.2); review and revise DIP agreement re tax issues (.2).
03/05/19	Nicholas Warther	2.90	Review and revise tax portions of 10-K (2.0); review Davis Polk version of credit agreement and correspond with A. Sexton re same (.9).
03/07/19	Nicholas Warther	0.10	Review tax forms and correspond with K&E team re same.
03/09/19	Anthony Vincenzo Sexton	0.50	Review and analyze fee letter issues.
03/09/19	Nicholas Warther	0.50	Review fee letter and correspond with A. Sexton and K&E team re same.
03/10/19	Anthony Vincenzo Sexton	1.00	Review and analyze fee letter issues.
03/10/19	Nicholas Warther	1.50	Review fee letters and commitment letter and correspond with A. Sexton re same and applicable tax treatment.
03/11/19	Anthony Vincenzo Sexton	0.30	Correspond with K&E team and Company re tax payments.
03/12/19	John R. Luze	0.80	Review and analyze income tax issues (.2); conference with Company and K&E team re same (.6).
03/12/19	Anthony Vincenzo Sexton	0.70	Correspond with K&E team and Company re tax motion issues (.4); review and analyze fee letter issues (.2); review and revise talking points (.1).
03/13/19	John R. Luze	0.50	Conference with Company and K&E team re income tax issues.
03/13/19	Anthony Vincenzo Sexton	0.70	Telephone conference with Company and K&E team re state tax filing issues (.4); correspond with Company re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/19	Anthony Vincenzo Sexton	0.40	Correspond with K&E team and Paul Weiss re fee payment issues.
03/18/19	Anthony Vincenzo Sexton	0.30	Review and revise tax diligence information (.2); correspond with K&E team re same (.1).
03/22/19	Anthony Vincenzo Sexton	0.80	Review and analyze materials re lease treatment, correspond with K&E team re same.
03/25/19	Anthony Vincenzo Sexton	2.60	Telephone conference with Company re tax update (.8); review and analyze profits interest issues (.5); review and analyze Uniti lease documentation (.6); review and analyze 401(k) 382 issues (.7).
03/26/19	Anthony Vincenzo Sexton	1.80	Telephone conference with K&E team and Company re exec comp structuring (.9); review and analyze materials re same (.2); review Uniti lease materials re tax issues (.7).
03/27/19	Jackie Duhl	0.80	Review equity trading order re notice (.5); conference with N. Warther re same (.2); conference with stakeholder and N. Warther re same (.1).
03/27/19	Anthony Vincenzo Sexton	0.50	Review and analyze section 382 issues (.3); review uniti lease materials (.2).
03/27/19	Nicholas Warther	1.80	Review tax background materials including re previous transactions (1.0); correspond with J. Duhl re NOL procedures motion and shareholder inquiry (.8).
03/28/19	Jackie Duhl	0.10	Correspond with K&E team re equity trading order.
03/28/19	Anthony Vincenzo Sexton	0.20	Review and analyze section 382 issues.
03/29/19	Jackie Duhl	0.50	Review tax motion re committee comments (.1); review equity trading motion re committee comments (.2); correspond with K&E team re same (.2).
03/29/19	Anthony Vincenzo Sexton	0.50	Telephone conference with Company re tax diligence and related issues (.3); review and analyze tax diligence materials (.2).
<b>Total</b>		<b>37.10</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012831**  
**Client Matter: 24706-28**

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**In the Matter of Travel**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 74,630.50

Total legal services rendered

\$ 74,630.50

**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	3.60	325.00	1,170.00
Neda Davanipour	12.30	705.00	8,671.50
Emily Anna Flynn	2.00	595.00	1,190.00
Stephen E. Hessler, P.C.	4.90	1,565.00	7,668.50
Richard U. S. Howell	2.00	1,160.00	2,320.00
Marc Kieselstein, P.C.	3.80	1,565.00	5,947.00
Ross M. Kwasteniet, P.C.	8.50	1,515.00	12,877.50
John R. Luze	16.50	995.00	16,417.50
Carrie Therese Oppenheim	2.30	430.00	989.00
Andrew Polansky	2.00	595.00	1,190.00
Brad Weiland	12.90	1,255.00	16,189.50
<b>TOTALS</b>	<b>70.80</b>		<b>\$ 74,630.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/25/19	Marc Kieselstein, P.C.	2.00	Travel from Chicago, IL to New York, NY re first day hearing (billed at half time).
02/25/19	Brad Weiland	2.20	Travel from Chicago, IL to New York, NY re first day hearing (billed at half time).
02/26/19	Anthony Abate	1.30	Travel from White Plains, NY to New York, NY re first day hearing (billed at half time).
02/27/19	Anthony Abate	2.30	Travel from New York, NY to Chicago, IL re first day hearing (billed at half time).
02/27/19	Emily Anna Flynn	2.00	Travel from New York, NY to Chicago, IL re first day hearing (billed at half time).
02/27/19	Richard U. S. Howell	2.00	Travel from New York, NY to Chicago, IL following first day hearing (billed at half time).
02/27/19	Marc Kieselstein, P.C.	1.80	Travel from New York, NY to Chicago, IL re first day hearing (billed at half time).
02/27/19	Ross M. Kwasteniet, P.C.	2.00	Travel from New York, NY to Chicago, IL re first day hearing (billed at half time).
02/27/19	John R. Luze	2.60	Travel from New York, NY to Chicago, IL after first day hearing (billed at half time).
02/27/19	Carrie Therese Oppenheim	2.30	Travel from New York, NY to Chicago, IL re first day hearing and chapter 11 filing (billed at half time).
02/27/19	Andrew Polansky	2.00	Travel from New York, NY to Chicago, IL re first day hearing (billed at half time).
02/27/19	Brad Weiland	2.60	Travel from New York, NY to Chicago, IL (delays) (billed at half time).
03/04/19	Neda Davanipour	2.50	Travel from Houston, TX to Little Rock, AR (billed at half time).
03/04/19	John R. Luze	2.40	Travel from Chicago, IL to Little Rock, AR re Company meetings (billed at half time).
03/08/19	Neda Davanipour	2.30	Travel from Little Rock, AR to New York, NY re Company meetings (billed at half time).
03/08/19	John R. Luze	2.10	Travel from Little Rock, AR to Chicago, IL after Company meetings (billed at half time).
03/11/19	Neda Davanipour	2.70	Travel from Houston, TX to New York, NY (leg 2 from Little Rock) (billed at half time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/19	Ross M. Kwasteniet, P.C.	2.10	Travel from Chicago, IL to New York, NY re formation meeting (billed at half time).
03/11/19	John R. Luze	2.50	Travel from Chicago, IL to New York, NY for creditors' committee formation meeting (billed at half time).
03/11/19	Brad Weiland	2.00	Travel from Chicago, IL to New York, NY (billed at half time).
03/12/19	Stephen E. Hessler, P.C.	2.60	Travel from New York, NY to Little Rock, AR (billed at half time).
03/12/19	Ross M. Kwasteniet, P.C.	2.30	Travel from New York, NY to Little Rock, AR re Company meeting (billed at half time).
03/12/19	John R. Luze	2.40	Travel from New York, NY to Little Rock, AR for management meetings (billed at half time).
03/12/19	Brad Weiland	3.20	Travel from New York, NY to Little Rock, AR re Company meeting (billed at half time).
03/13/19	Stephen E. Hessler, P.C.	2.30	Travel from Little Rock, AK to New York, NY re Company meeting (billed at half time).
03/13/19	Ross M. Kwasteniet, P.C.	2.10	Travel from Little Rock, AR to Chicago, IL (billed at half time).
03/13/19	Brad Weiland	2.90	Travel from Little Rock, AR to Chicago, IL (via Charlotte) (billed at half time).
03/27/19	Neda Davanipour	2.40	Travel from New York, NY to Rochester, NY to attend meeting with Company and A&M re vendor issues (billed at half time).
03/27/19	John R. Luze	2.60	Travel from Chicago, IL to Rochester, NY re Company meetings (billed at half time).
03/28/19	Neda Davanipour	2.40	Travel from Rochester, NY to New York, NY (including delay) (billed at half time).
03/28/19	John R. Luze	1.90	Travel from Rochester, NY to Chicago, IL after Company meetings (billed at half time).
<b>Total</b>		<b>70.80</b>	



**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012830**

**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, 2019  
(see attached Description of Legal Services for detail)

\$ 17,861.00

Total legal services rendered

\$ 17,861.00

Legal Services for the Period Ending March 31, 2019 Pg 186 of 255

Invoice Number: 1050012830

Windstream Holdings, Inc.

Matter Number: 24706-29

Use, Sale, and Lease of Property

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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	0.30	325.00	97.50
Tim Dondanville	1.80	805.00	1,449.00
Joshua Faulkner	5.00	1,090.00	5,450.00
Emily Anna Flynn	0.40	595.00	238.00
Marc Kieselstein, P.C.	1.00	1,565.00	1,565.00
Hannah Kupsky	1.20	325.00	390.00
John R. Luze	3.80	995.00	3,781.00
Carrie Therese Oppenheim	0.50	430.00	215.00
Francis Petrie	5.00	705.00	3,525.00
David A. Rosenberg, P.C.	0.50	1,375.00	687.50
Trudy Smith	0.20	705.00	141.00
Elizabeth Thorne	0.40	805.00	322.00
<b>TOTALS</b>	<b>20.10</b>		<b>\$ 17,861.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/27/19	Marc Kieselstein, P.C.	1.00	Analyze issues re Uniti MLA options.
03/01/19	Emily Anna Flynn	0.40	Review, analyze materials re lease objection/assumption.
03/01/19	Trudy Smith	0.20	Correspond with E. Flynn and J. Luze re lease rejection and procedures motions and review materials re same.
03/14/19	Elizabeth Thorne	0.40	Correspond with real estate specialist (.1); review press reports re Uniti (.3).
03/15/19	Tim Dondanville	0.80	Correspond with deal team re real estate items (.2); review real estate materials (.6).
03/15/19	Joshua Faulkner	2.50	Review background materials re real estate requirements under credit agreement (1.2); review valuation methodologies re leasehold interests (1.0); correspond with T. Dondanville re transaction details and valuation methodologies for leasehold interests (.3).
03/19/19	Anthony Abate	0.30	Search for and distribute de minimis sales procedures precedent.
03/19/19	David A. Rosenberg, P.C.	0.50	Telephone conference with Y. French re lease issues (.2); review deck re same (.3).
03/20/19	Tim Dondanville	1.00	Correspond with Company and lender's counsel re real estate items.
03/20/19	Joshua Faulkner	2.50	Review valuation methodology for leased properties (1.0) review materials re valuation methodology for leased properties (1.0); correspond with T. Dondanville re valuation methodology for leased properties (.5).
03/21/19	Hannah Kupsky	0.50	Prepare shell re de minimis asset sale motion and pull precedent re same.
03/21/19	Hannah Kupsky	0.70	Prepare shell re de minimis asset sale motion (.6); pull precedent re same (.1).
03/21/19	John R. Luze	1.10	Research and analyze issues re de minimis asset sale procedures (.4); review and analyze precedent re same (.3); conference with K&E team re same (.4).
03/21/19	Francis Petrie	0.80	Review and analyze materials re de minimis asset sales.

Legal Services for the Period Ending March 31, 2019 Pg 188 of 255

Invoice Number: 1050012830

Windstream Holdings, Inc.

Matter Number: 24706-29

Use, Sale, and Lease of Property

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/19	Francis Petrie	3.30	Draft and revise motion re de minimis asset sales (2.5); review materials re same (.8).
03/25/19	John R. Luze	1.30	Draft and revise de minimis asset sale procedures (.8); conference with K&E team re same (.3); correspond with A&M re same (.2).
03/25/19	Carrie Therese Oppenheim	0.30	Draft notice of hearing re de minimis asset sale procedures motion.
03/25/19	Francis Petrie	0.30	Revise de minimis asset sales motion and order.
03/26/19	John R. Luze	1.40	Review and revise de minimis asset sale procedures motion (.8); correspond with Company and A&M re same (.4); coordinate filing of same (.2).
03/26/19	Carrie Therese Oppenheim	0.20	Revise de minimis sale procedures motion.
03/26/19	Francis Petrie	0.60	Review and revise de minimis asset sales motion.

<b>Total</b>		<b>20.10</b>	
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Pg 189 of 255  
**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012829**

**Client Matter: 24706-30**

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**In the Matter of Utilities**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 40,605.50

Total legal services rendered

\$ 40,605.50

**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	325.00	260.00
Neda Davanipour	0.50	705.00	352.50
Stephen Ford	29.60	595.00	17,612.00
Susan D. Golden	0.80	1,135.00	908.00
John R. Luze	3.90	995.00	3,880.50
Carrie Therese Oppenheim	1.40	430.00	602.00
Francis Petrie	0.40	705.00	282.00
Nacif Taousse	23.70	705.00	16,708.50
<b>TOTALS</b>	<b>61.10</b>		<b>\$ 40,605.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/26/19	Nacif Taousse	1.20	Draft utilities form letter.
02/27/19	Nacif Taousse	0.60	Update utilities form letter.
02/28/19	John R. Luze	0.40	Review and analyze utilities provider issues.
03/01/19	Nacif Taousse	0.20	Correspond with K&E team, A&M re utilities matters.
03/05/19	Susan D. Golden	0.50	Telephone conference with J. Song re utilities bridge order (.1); telephone conference with Chambers re notice of presentment of utilities bridge order (.3); telephone conference with J. Luze re utilities bridge order presentment (.1).
03/06/19	John R. Luze	1.20	Review and analyze utilities issues (.4); conference with Company and A&M re same (.6); review and analyze utilities bridge order (.2).
03/06/19	Nacif Taousse	0.90	Correspond with J. Luze, C. Oppenheim, A&M, and utility providers re utility matters (.4); update bridge utility order (.5).
03/07/19	Nacif Taousse	3.10	Research utilities issues (2.6); correspond with utilities providers re same (.5).
03/11/19	John R. Luze	0.50	Review and analyze issues re utilities bridge order (.3); correspond with K&E team re same (.2).
03/11/19	Carrie Therese Oppenheim	0.90	Draft notice of presentment re utility bridge order (.4); correspond with K&E team re presentment date and objection deadline (.2); file and coordinate service of same (.3).
03/11/19	Nacif Taousse	0.40	Review utilities bridge order presentment notice (.2); correspond with K&E team re same (.1); telephone conference with utility provider re utility matters (.1).
03/13/19	Nacif Taousse	0.20	Telephone conference with A&M team re NTT utility matter (.1); review correspondence and correspond with NTT re same (.1).
03/14/19	Nacif Taousse	1.50	Correspond with providers, Company, A&M team re various urgent utility matters.
03/15/19	Nacif Taousse	1.20	Correspond with providers, Company, A&M team re various urgent utility matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/19	Nacif Taousse	2.10	Correspond with providers, Company, A&M team re various urgent utility matters.
03/19/19	Stephen Ford	6.30	Research and draft memorandum for section 366(c) issue re landlord and utilities (3.8); process requests and draft adequate assurance request tracker (2.2); telephone conference with N. Taousse and utility providers re termination of service (.3).
03/19/19	John R. Luze	0.60	Review and analyze utilities bridge order issues (.4); correspond with company re same (.2).
03/19/19	Nacif Taousse	0.60	Correspond with A&M team re vendor and utility matters.
03/20/19	Stephen Ford	4.60	Telephone conference with Vian Public Works utility provider re water service termination (.3); correspond with Vian Public Works re same (.2); correspond with A&M re utilities (.1); research and draft memo for section 366(c) issue re landlord and utilities (4.0).
03/20/19	Nacif Taousse	3.40	Correspond with Verizon re utilities issue (.9); review contracts re same (1.1); telephone conference with Verizon re same (.4); handle various utility issues and telephone conference re same (1.0).
03/21/19	Neda Davanipour	0.20	Review analyze certain letter from utility providers (.1); correspond with A&M and K&E teams re same (.1).
03/21/19	Stephen Ford	2.00	Telephone conference with City of Avery utility Company re termination of service (.3); review utilities motion and correspond with various external utility service providers (1.7).
03/21/19	Nacif Taousse	2.30	Correspond with providers, Company, A&M team re various urgent utility matters.
03/22/19	Stephen Ford	2.80	Draft correspondence to various parties re utilities (.2); review and revise adequate assurance chart (1.0); review correspondence and draft utility communications tracker (1.6).
03/22/19	Nacif Taousse	0.40	Correspond with providers, Company, A&M team re various urgent utility matters.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/19	Anthony Abate	0.80	Draft certificate of no objection re utilities bridge order (.3); review and revise utilities bridge order (.4); revise certificate of no objection re same (.1).
03/25/19	Stephen Ford	1.40	Review and revise adequate assurance request tracker.
03/25/19	John R. Luze	0.50	Review and analyze utilities bridge order issues.
03/25/19	Carrie Therese Oppenheim	0.50	Revise certificate of no objection re utilities motion (.2); review precedent re same (.2); correspond with KCC team re service of same (.1).
03/25/19	Francis Petrie	0.40	Correspond with K&E team, Chambers re utilities bridge order.
03/25/19	Nacif Taousse	0.70	Correspond with providers, Company, A&M team re various urgent utility matters.
03/26/19	Stephen Ford	1.50	Review and revise communications trackers with re adequate assurance and service shutoff (.7); correspond with A&M team re same (.3); prepare for telephone conferences with utility service providers (.3); correspond with N. Taousse re same (.2).
03/26/19	Nacif Taousse	0.60	Correspond with providers, Company, A&M team re various urgent utility matters.
03/27/19	Stephen Ford	0.70	Review adequate assurance requests (.3); update trackers re same (.3); correspond with A&M re same (.1).
03/27/19	Susan D. Golden	0.30	Telephone conference with Chambers re entry of utilities order.
03/27/19	John R. Luze	0.70	Review and analyze utilities adequate assurance requests (.4); correspond with A&M and K&E team re same (.3).
03/27/19	Nacif Taousse	0.70	Correspond with providers, Company, A&M team re various urgent utility matters.
03/28/19	Neda Davanipour	0.30	Correspond and attend telephone conference with N. Taousse re various utility issues GLM related issues.
03/28/19	Stephen Ford	4.00	Process adequate assurance requests and update tracker re same (3.5); correspond with A&M re same (.5).
03/28/19	Nacif Taousse	1.20	Correspond with providers, Company, A&M team re various urgent utility matters.

Legal Services for the Period Ending March 31, 2019 Pg 194 of 255

Windstream Holdings, Inc.

Invoice Number: 1050012829

Utilities

Matter Number: 24706-30

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/19	Stephen Ford	6.30	Telephone conference with various utility providers re adequate assurance requests (3.0); update tracker re same (.5); correspond with various utility providers (2.0); telephone conference with K&E, A&M, and Company teams re same (.5); conference with N. Taousse re same (.3).
03/29/19	Nacif Taousse	2.40	Correspond with providers, Company, A&M team re various urgent utility matters.
<b>Total</b>		<b>61.10</b>	

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**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012828**

**Client Matter: 24706-31**

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**In the Matter of Vendor Matters**

For legal services rendered through March 31, 2019  
(see attached Description of Legal Services for detail)

\$ 243,359.00

Total legal services rendered

\$ 243,359.00

**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	16.80	595.00	9,996.00
Neda Davanipour	204.10	705.00	143,890.50
Alex Hevia	10.90	595.00	6,485.50
Ross M. Kwasteniet, P.C.	15.20	1,515.00	23,028.00
John R. Luze	49.60	995.00	49,352.00
Carrie Therese Oppenheim	0.20	430.00	86.00
Cristine Pirro	0.10	1,135.00	113.50
Tommy Scheffer	8.00	595.00	4,760.00
Brad Weiland	4.50	1,255.00	5,647.50
<b>TOTALS</b>	<b>309.40</b>		<b>\$ 243,359.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
02/27/19	Neda Davanipour	4.10	Prepare for telephone conference re talking points for vendors (1.6); review trade agreement (1.0); draft, revise same and correspond with A&M team re same (.9); attend telephone conference with A&M team re vendor issues (.6).
02/27/19	Neda Davanipour	4.20	Review analyze various agreements including drafts of MSA, MPA and subcontractor agreements related to various vendors and prepare summary response re Company questions re issues related to same (3.9); correspond with A&M team re same (.2); attend telephone conference with M. Reed re various vendor issues (.1).
02/27/19	Ross M. Kwasteniet, P.C.	2.30	Telephone conferences with K&E team re vendor issues.
02/27/19	John R. Luze	1.90	Conference with A&M, K&E team and Company re post-filing vendor issues.
02/28/19	Spencer Caldwell-McMillan	4.30	Revise vendor reclamation letter (1.5); correspond with J. Luze and N. Davanipour re same (.5); draft stipulation re vendor issues (1.5); revise vendor summary (.5); correspond with N. Davanipour re vendor summary and other open items (.3).
02/28/19	Neda Davanipour	5.70	Prepare for telephone conference with Company and A&M team re various vendor issues (1.1); participate in same (1.6); telephone conference with J. Luze re various vendor issues (.5); correspond with Company re reclamation and telephone conference with S. McMillan re letter re reclamation (.5); review and analyze various vendors agreements re executory nature of same (1.6); correspond with Company and A&M re same (.4).
02/28/19	Neda Davanipour	1.80	Review and analyze trade agreement (1.0); draft communication language for critical vendors, critical vendor letter (.5); correspond with K&E team re same (.3).
02/28/19	Ross M. Kwasteniet, P.C.	3.50	Correspond with K&E team re vendor and stabilization issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/19	John R. Luze	2.10	Review and analyze vendor issues (1.2); conference with Company and A&M team re same (.6); correspond with K&E team re same (.3).
03/01/19	Spencer Caldwell-McMillan	2.00	Telephone conference with N. Davanipour re setoff research (.2); research re setoff (1.6); draft correspondence re setoff research (.2).
03/01/19	Neda Davanipour	1.30	Correspond with S. McMillan re vendor issues and research re setoff rights (.3); attend telephone conference with K&E team, A&M and Company re certain vendor order hold up issues (.3); correspond with J. Pesiseck and J. Luze re various vendor questions and issues and draft summary response re same (.7).
03/01/19	Neda Davanipour	0.50	Review, analyze various distributor agreements and correspond with Company and A&M re same.
03/01/19	Neda Davanipour	0.80	Review, revise and draft letter agreement re counterparty comments (.5); correspond with J. Luze re same (.1); correspond with Company and B. Weiland re same (.2).
03/01/19	Neda Davanipour	0.80	Correspond with S. Hessler, B. Weiland and R. Kwasteniet re certain letter agreement (.2); revise re same (.6).
03/01/19	Neda Davanipour	1.60	Attend telephone conference with J. Randal re various vendor issues (.4); review various sale agreements re network and correspond with Company re same (.3); review and revise reclamation letter and correspond with K&E team re same (.9).
03/01/19	Ross M. Kwasteniet, P.C.	3.50	Review vendor issues and stabilization.
03/01/19	John R. Luze	2.30	Review and analyze post-filing vendor issues (1.3); conference with CenturyLink re same (.6); conference with A&M and Company re Centurylink issues (.4).
03/01/19	Brad Weiland	1.60	Review and analyze vendor items and responses re same (.8); telephone conferences with K&E team, Company (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/19	Neda Davanipour	2.00	Prepare for and attend telephone conference with Company, A&M and J. Luze re AT&T issues (.5); correspond with A&M team, Company and J. Luze re letter agreement and various vendor issues (.9); review and analyze letter agreement and correspond with Company and team re same (.6).
03/02/19	John R. Luze	0.70	Conference with Company and K&E team re vendor issues (.5); correspond with K&E team re same (.2).
03/02/19	Cristine Pirro	0.10	Correspond with N. Davanipour re status of vendor inquiries.
03/03/19	Neda Davanipour	2.40	Research re setoff issues (1.5); prepare summary re same (.6); correspond with K&E team re same (.3).
03/03/19	Neda Davanipour	0.60	Review letter agreement and correspond with K&E team re same (.2); review and revise vendor management deck (.2); correspond with K&E team re same (.2).
03/03/19	Ross M. Kwasteniet, P.C.	1.60	Review correspondence and reports re vendor status (1.2); prepare for and participate in telephone conference with A&M team re same (.4).
03/03/19	John R. Luze	1.80	Review and analyze vendor issues (.3); correspond with Company and A&M team re same (.6); review and analyze vendor status presentation (.5); correspond with A&M and K&E team re same (.4).
03/04/19	Spencer Caldwell-McMillan	2.70	Correspond with N. Davanipour re vendor issues (.5); research re vendor precedent (.3); draft reclamation letter to vendor (1.9).
03/04/19	Neda Davanipour	9.60	Telephone conference and correspond with Company re vendor issues (3.5); telephone conference and correspond with A&M and K&E team (3.1); review materials re same (3.0).
03/04/19	Ross M. Kwasteniet, P.C.	2.60	Analyze issues re vendor status (1.2); prepare for and participate in telephone conference with Company and A&M team re same (1.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/19	John R. Luze	4.60	Review and analyze vendors issues (.6); conference with K&E team, A&M and Company re same (.8); conference with A&M and Company re payments (.4); conference with Company and A&M to review trade agreement (.8); conference with A&M, K&E team and Company re vendor strategy and considerations (1.1); conference with Company and K&E team re legal issues and questions (.9).
03/04/19	Brad Weiland	1.80	Review and analyze vendor items (.7); correspond with K&E team, Company re same (1.1).
03/05/19	Neda Davanipour	10.10	Participate in PMO Update conference with Company, A&M and PJT (1.0); participate in preliminary restructuring strategy session with A&M, Company and K&E team (1.0); correspond with A&M and attend telephone conference with Custom re certain vendor issues (.7); attend telephone conferences with multiple vendors, correspond with A&M team re same and review relevant contracts re same issues (3.7); correspond with S. McMillan re automatic stay violation letter and review same (.6); attend meeting re specific litigation matters (.7) attend telephone conference with B. Daenen re certain vendor issues including T-3 vendor and correspondence re same (.6); attend conference with K. Moody, K&E team and A&M re certain vendor issues (.5); correspond with various vendors, A&M and K&E team re vendor issues (1.3).
03/05/19	Neda Davanipour	3.30	Correspond with A&M team and B. Daenen re T-3 vendor issues and telephone conference with attorney re same (1.1); correspond with Custom attorney and draft letter agreement re same (1.4); review and revise enforcement letter and correspond with Company and A&M team re same (.8).
03/05/19	John R. Luze	3.40	Review and analyze vendor issues (1.2); conference with A&M and K&E team re vendor issues (1.4); conference with vendors re issues and case status (.8).
03/06/19	Neda Davanipour	1.40	Research re credit hold issues and automatic stay matters re vendor issues.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/19	Neda Davanipour	2.10	Research re automatic stay violation re vendor issues and correspond with K&E team re same.
03/06/19	Neda Davanipour	7.00	Prepare for and attend telephone conference with A&M team, B. Daenan and J. Luze re CH Construction (.7); correspond with A&M team re Custom vendor issues, correspond with Custom attorney and review and revise letter agreement re same (.8); correspond with vendor re pre-petition issues and critical vendor status (.6); attend office conference with A&M and J. Luze re professional fees (.5); review request, correspond with A&M and attend telephone conference with Elite attorney re vendor issues (.6); correspond with various vendors (1.1); attend telephone conference re vendor issues (1.1); attend telephone conference with Company (.5); prepare for and attend telephone conference with Barclays re interest rate swaps (.5); review documents, correspond and attend telephone conference with TriColor (.6).
03/06/19	Ross M. Kwasteniet, P.C.	1.20	Analyze issues re vendor status and next steps.
03/06/19	John R. Luze	4.20	Conference with Company re access provider issues (1.2); review and analyze issues re same (.4); conference with Company re vendor issues (1.7); review and analyze vendor relief and issues re same (.6); conference with K&E team and A&M re same (.3).
03/06/19	Tommy Scheffer	4.20	Research re vendor actions with respect to automatic stay.
03/06/19	Brad Weiland	0.60	Review and analyze vendor status and correspond with K&E team re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/19	Neda Davanipour	8.90	Prepare for telephone conference with J. Luze re credit hold with vendors (.5); attend telephone conference with A&M and Company re vendor issues and Mitel (.5); participate in bankruptcy training session with Company, A&M and K&E team re vendor issues (.5); correspond with T. Scheffer re Mitel agreements, review and analyze contracts and certain provisions re obligations and credit hold and correspond with K&E team re same and prepare for telephone conference re same (2.9); correspond with A&M, prepare for and attend office conference with W. Hays re certain vendor questions (.6); attend telephone conference with A&M, K&E team and M. Reed re vendor issues (.3); attend telephone conference with A&M team and Company re vendor overview and categories (1.0); participate in PMO meeting (1.0); correspond with A&M and multiple vendors re vendor issue (1.6).
03/07/19	Neda Davanipour	3.30	Review and analyze certain vendor issues, correspondence (1.3); review and analyze contracts with vendors and A&M re same (1.4); correspond with K&E team and C. Keith re executing certain addendums (.6).
03/07/19	John R. Luze	1.90	Conference with A&M, Company and K&E team re vendor issues (.9); review and analyze issues re same (.4); correspond with vendors re same (.6).
03/07/19	Tommy Scheffer	3.70	Research re vendor issues (2.0); correspond with K&E team re same (1.7).
03/08/19	Spencer Caldwell-McMillan	0.70	Draft reclamation response (.6); correspond with N. Davanipour re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/19	Neda Davanipour	8.20	Correspond with A&M and K&E team re vendor issues (.9); review relevant agreements re same (.3); correspond with A&M and attend telephone conference with vendor attorney re vendor issues (.4); review and analyze correspondence and trade agreement, draft, revise same and correspond with K&E team re same (1.4); correspond with various vendors, A&M, K&E team re various vendor issues (3.1); review various contracts to determine certain rights and status (1.0); attend telephone conferences with vendors and Company re same (1.1).
03/08/19	John R. Luze	3.80	Draft and revise trade agreement (1.2); conference with Company re same (.6); review and analyze issues re same (.4); conference with Company and A&M team re vendor issues (.9); review and analyze issues re same (.3); conference with vendors re vendor claim status (.4).
03/08/19	Brad Weiland	0.50	Correspond with Company, K&E team re vendor items.
03/11/19	Spencer Caldwell-McMillan	0.60	Telephone conference with N. Davanipour, Company and vendor (.5); correspond with N. Davanipour re same (.1).
03/11/19	Neda Davanipour	7.90	Attend telephone conference with K&E, A&M and Company re interconnect vendor split (.6); prepare for and attend telephone conference re Adtran with Company and A&M team (.7); correspond with A&M and Company re various vendor issues (.6); telephone conferences with A&M, K&E team and Company re various vendors (3.9); review various agreements re vendor issues and correspond with K&E team and A&M re same (2.1).
03/11/19	John R. Luze	2.10	Conference with Company and A&M re access vendor invoicing issues (1.1); conference with Company and A&M re vendor issues (.7); review and analyze issues re same (.3).
03/12/19	Spencer Caldwell-McMillan	0.50	Telephone conference with N. Davanipour, client and vendor.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/19	Spencer Caldwell-McMillan	0.50	Review vendor contract (.2); draft correspondence re same (.2); correspond with N. Davanipour re same (.1).
03/12/19	Neda Davanipour	6.90	Review and analyze contracts and correspondence re Scan Source and prepare for and attend telephone conference with Scan Source and A&M team re vendor issues (1.4); attend telephone conference with various vendors re status and pre-petition payments and correspond with A&M team re same (1.6); review and analyze letter, review and analyze contract and prepare for and attend telephone conference with A&M and Company re GLM DFW and vendor issues (1.1); review contracts and correspond with A&M and K&E team re Action Tech and review and analyze letter and attend telephone conference with ActionTech re vendor issues (.9) review and analyze multiple agreements including Adtran and correspond with K&E team and Company re same (.4); attend telephone conferences with various vendors, review various agreements and correspond with A&M team re same (1.5).
03/12/19	John R. Luze	1.20	Review and analyze vendor issues (.4); conference with K&E team, A&M and Company re same (.8).
03/13/19	Spencer Caldwell-McMillan	1.50	Draft vendor reclamation letters.
03/13/19	Neda Davanipour	11.10	Review and analyze request draft (1.1); review and analyze response summary (1.5); correspond with A&M and K&E teams re same (.5); review and analyze requests and contracts re same and correspond with S. McMillan re same (2.4); attend telephone conference with C. Keith, M. Jerry and A&M team re same (.4); correspond with Company, A&M, K&E team and vendors re vendor issues reviewing various contracts and attend telephone conferences re same (3.3); gather all data re open vendor issues and prepare a summary re same and correspond with A. Hevia re tracker re same (1.9).
03/13/19	John R. Luze	0.70	Conference with Company and A&M re vendor issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/19	Spencer Caldwell-McMillan	0.90	Drafting reclamation letters (.5); correspond with N. Davanipour re same (.1); telephone conference with A. Hevia re vendors (.2); telephone conference with A. Hevia and N. Davanipour re vendor matters (.1).
03/14/19	Neda Davanipour	11.20	Review and analyze various reclamation demands (1.3); review and revise responses re same (.7); correspond with S. McMillan and J. Luze re same (.3); research and correspond with A. Hevia re standing issues and review and analyze summary response re same (2.1); review and analyze letter from Absolute Access ID and correspond with A&M re same (.9); review and analyze requests of various vendors (1.3); review certain contracts, review customer programs motion re same and correspond with J. Luze and A&M re same (1.2); review and analyze letter from and correspondences with GLM (1.1); correspond re GLM with A&M and K&E team and attend telephone conference with attorney re same (1.0); correspond with K&E team and Company re vendor issues (1.3).
03/14/19	John R. Luze	0.80	Conference with Company and A&M re vendor issues.
03/14/19	Carrie Therese Oppenheim	0.20	Review and index vendor correspondence.
03/15/19	Neda Davanipour	8.40	Attend telephone conference with J. Luze re vendor issues (.3); prepare for and attend telephone conference with A&M, K&E team and Company re certain vendor issues including Scan Source (.3); correspond with vendors including T3 wireless, Sequential and more (1.5); correspond with various vendors and review contracts re same (2.4); prepare for and attend telephone conference with T3 wireless and J. Luze re vendor issues (.5); prepare for and attend telephone conference with Company, A&M re GLM (.4); update summary re vendor issues and correspond with A. Hevia re same (.5); attend WIP telephone conference with A&M and J. Luze re vendor issues (.6); review Scansource correspondence with A&M re same and draft letter agreement re same (1.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/19	Alex Hevia	1.50	Telephone conference with S. Caldwell-McMillan, N. Davanipour re contract review (.6); update and revise vendor status chart (.8); telephone conference with J. Bain re same (.1).
03/15/19	John R. Luze	0.80	Conference with Company and A&M re vendor issues.
03/18/19	Neda Davanipour	8.00	Attend telephone conference with A&M and K&E team re vendor issues status and Spectrum issues (.6); review and analyze various agreements re vendors issues and correspond with various vendors re same (2.3); review and analyze draft of trade agreement and revise same and correspond with Company and A&M re same (.9); attend telephone conference with J. Luze re various vendor issues (.4); prepare for and attend telephone conference re GLM with A&M and Company (.5); attend telephone conference with Interliquent re vendor issues (.3); review Verizon schedules and certain contracts to address certain vendor issues and correspond with J. Luze re same (1.8); correspond with J. Luze re various vendor issues (.8); correspond with A&M re various vendor issues (.4).
03/18/19	John R. Luze	2.40	Review and analyze vendor issues (.8); telephone conference with Company re same (.7); draft and revise trade agreement re same (.4); conference with Company re access issues (.5).
03/19/19	Spencer Caldwell-McMillan	0.50	Review existing contract (.4); correspond with N. Davanipour re same (.1).
03/19/19	Spencer Caldwell-McMillan	0.30	Draft statement to vendors (.2); correspond with N. Davanipour re same (.1).
03/19/19	Neda Davanipour	1.90	Attend telephone conferences with various vendor attorneys re vendor issues and correspond with K&E and A&M teams re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/19	Neda Davanipour	8.20	Attend telephone conference with S. McMillan and A. Hevia (.2); attend work in process telephone conference with K&E team re status of second days and case (.4); correspond with A. Hevia and S. McMillan re contract review and status update re certain vendor issues (.5); review contracts and correspond with S. McMillan re same (1.3); attend telephone conference with A&M, K&E team and Company re Zayo next steps (.6); correspond with K&E team re same (1.2); revise and analyze summary re Adtran new contracts and correspond with S. McMillan re same (.4); correspond with A&M and Inteliquent vendor re vendor issues (.6); correspond with GLM re vendor issues and correspond with Company and A&M re same (2.1); correspond with various vendors re vendor issues (.9).
03/19/19	Ross M. Kwasteniet, P.C.	0.50	Review, analyze correspondence and updates re vendor status.
03/19/19	John R. Luze	1.70	Conference with Company re vendor issues (.6); conference with K&E team re same (.5); review and analyze vendor and trade agreement issues (.4); correspond with Company re same (.2).
03/20/19	Neda Davanipour	6.60	Correspond with S. McMillann and A&M re sublease issues and review and analyze agreement re same (.6); correspond with A&M, K&E team re Adtran agreements and vendor communications re same (.4); prepare for and attend telephone conference with K&E team and A&M re Verizon issues (1.0); correspond with S. McMillan re reclamation demands, review same (.5); correspond with A. Hevia and A&M re Adtran contracts and new PO (.6); prepare for and attend telephone conference with Zayo and J. Luze re vendor issues (.5); prepare for and attend telephone conference with Company and A&M re GLM and correspond with GLM re same (.9); prepare for and attend telephone conference with Interliquent (.5); research re 503(b)(9) issues, correspond with A. Hevia re same and review analyze summary re same (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/19	Neda Davanipour	2.30	Review various agreements re vendor issues (.9); correspond with K&E and A&M teams re same (.5); attend telephone conference with K&E team re same (.9).
03/20/19	Alex Hevia	2.10	Review and analyze vendor contracts for ongoing obligations (1.3); research and analysis re administrative claim law (.8).
03/20/19	John R. Luze	2.10	Conference with Company re access vendor issues (.8); review and analyze issues re same (.4); conference with Company and A&M re vendor issues (.6); correspond with K&E team re same (.3).
03/21/19	Spencer Caldwell-McMillan	1.00	Revise vendor letters (.9); correspond with J. Luze re same (.1).
03/21/19	Neda Davanipour	8.00	Prepare for and telephone conference with the A&M team re 503(b)(9) issues (.5); telephone conference with J. Luze re various vendor issues (.5); review and analyze certain Zayo agreements, addendums, analyze certain vendor issues re same and correspond with J. Luze re same (1.1); attend telephone conference with A&M team and J. Luze re vendor issues status (.3); prepare for and attend telephone conference with Company and A&M re Zayo re vendor related issues (.5); review and analyze TH construction trade agreement, revise same and correspond with J. Luze re same (1.6); correspond with Company and A&M re same (.2); research re contract assumption and rejection issues (1.9); analyze various agreements and attend telephone conferences with various vendors re vendor issues and correspond with K&E team and A&M re same (1.4).
03/21/19	John R. Luze	1.70	Review and analyze vendor issues (.6); conference with K&E team and A&M re same (.3); review and analyze access vendor issues (.4); correspond with Company re same (.4).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/19	Neda Davanipour	6.50	Attend telephone conference with J Luze re CH Construction, review revise trade agreement and correspond with Company re same (.5); review and analyze amendment agreement (.5); review SAC amendment agreement, correspond with Company, A&M and K&E team re same (.9); correspond with J. Luze and Company re various issues (.8); review various agreements and attend telephone conference with various vendors re pre-petition payments (1.1); correspond with K&E team, A. He and S. McMillan re various vendor callers (.6); review communication language for vendors, revise and correspond with A&M team re same (.4); research re set off issues and attend telephone conference with vendor re request for set off (1.7).
03/22/19	Alex Hevia	0.40	Telephone conference with T. Gaa re critical vendor status (.1); update and review critical vendor tracker re same (.3).
03/22/19	John R. Luze	1.20	Review and analyze vendor issues (.8); conference with K&E team and A&M re same (.4).
03/25/19	Spencer Caldwell-McMillan	0.40	Review vendor template letter (.3); correspond with N. Davanipour re same (.1).
03/25/19	Neda Davanipour	8.20	Correspond with various vendors re vendor matters (1.3); attend telephone conference with Quarry re vendor issues, correspond with A&M and A. Hevia re same (1.3); attend telephone conference with Company and A&M, K&E teams (.8); review various contracts and agreements and amendments re vendor issues and correspond with K&E and A&M teams re various vendor issues (2.1); update vendor tracker and correspond with A. Hevia re same (.3); research re assumption and extension of expired contract and related issues (2.4).
03/25/19	Alex Hevia	0.10	Update internal vendor management tracker.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/19	Neda Davanipour	8.30	Research re preference claims, review trade agreement and prepare for and attend telephone conference with Company and TH Construction re vendor issues and trade agreement (2.2); correspond with A&M, review various agreement re various vendors and correspond with Quarry re vendor issues (1.1); review and analyze lease agreement re Springfield, correspond with A&M re vendor issues re same, review and analyze letter from attorney, review utilities motion and draft response re same and correspond with vendor re same (1.9); attend telephone conference with A&M re same (.2); attend telephone conference with N. Taousse re vendor issues involving utilities issues (.2); telephone conference with A&M and J. Luze re vendor issues and agenda in Rochester (.4); attend telephone conferences with vendors re various issues and correspond with A&M, K&E team re same (2.3).
03/26/19	Alex Hevia	0.30	Review and update internal vendor tracker (.1); draft correspondence to vendors (.2).
03/27/19	Neda Davanipour	4.20	Research re set off issues and correspond with A. Hevia and S. McMillan re same (1.6); correspond with various vendors and telephone call re vendor issues (1.7); review lease agreements re vendor issues and correspond with A&M re same (.9).
03/27/19	Alex Hevia	6.30	Research case law re master service agreements (5.4); telephone conferences with N. Davanipour re same (.9).
03/27/19	John R. Luze	0.90	Correspond with vendors, K&E team and A&M re vendor issues.
03/27/19	Tommy Scheffer	0.10	Correspond with G. Goldmintz re demand letter.
03/28/19	Neda Davanipour	7.40	Correspond with J. Luze re vendor matters (1.1); review agreements re same (2.1); prepare for and attend conference with Company, C. Turner and J. Luze re various vendor issues at Company (2.6); review three trade agreements and revise same and correspond with A&M and Company re same (1.6).
03/28/19	Alex Hevia	0.10	Review and revise updated vendor chart.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/19	John R. Luze	5.70	Attend and participate in access vendor review session (3.2); review and analyze issues re same (1.1); conference with A&M and K&E team re same (1.4).
03/29/19	Spencer Caldwell-McMillan	0.90	Correspond with N. Davanipour re research (.1); research vendor issue (.7); correspond with N. Davanipour re same (.1).
03/29/19	Neda Davanipour	3.40	Review and analyze committee comments to customer programs motion and vendor motions and correspond with J. Luze re same (.6); review and analyze various agreements in preparation for telephone conference with certain vendors (1.6); correspond with K&E and A&M teams re various vendor issues (1.2).
03/29/19	Neda Davanipour	5.90	Review and analyze GLM objection to critical vendor motion and correspond with J. Luze re same (2.3); attend telephone conference with Company, A&M and J. Luze re GLM objection (.5); review and analyze certain issues re municipalities and research and correspond with S. McMillan re same (1.2); attend vendor telephone conferences and review agreements re same in preparation for telephone conferences (1.9).
03/29/19	Alex Hevia	0.10	Review and revise updated vendor chart.
03/29/19	John R. Luze	1.60	Conference with vendors, K&E team and A&M re vendor issues.
<b>Total</b>		<b>309.40</b>	

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

May 15, 2019

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

Attn: Kristi Moody, Esq.

**Invoice Number: 1050012827**

**Client Matter: 24706-32**

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**In the Matter of Expenses**

For expenses incurred through March 31, 2019  
(see attached Description of Expenses for detail)

\$ 438,018.19

Total expenses incurred

\$ 438,018.19

Legal Services for the Period Ending March 31, 2019 Pg 213 of 255

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

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**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	555.03
Standard Copies or Prints	4,215.40
Color Copies or Prints	3,337.40
4" Binders	39.00
5" Binders	27.00
Flash Drives	10.00
Outside Messenger Services	261.13
Local Transportation	417.91
Travel Expense	10,211.30
Airfare	9,642.03
Transportation to/from airport	5,141.80
Travel Meals	1,237.75
Other Travel Expenses	20,764.20
Court Reporter Fee/Deposition	798.60
Filing Fees	353,166.00
Calendar/Court Services	75.00
Other Court Costs and Fees	79.00
Outside Computer Services	168.84
Outside Copy/Binding Services	6,695.61
Working Meals/K&E Only	285.00
Working Meals/K&E and Others	3,250.00
Outside Retrieval Service	13,426.26
Computer Database Research	486.60
Westlaw Research	18.09
LexisNexis Research	161.22
Overtime Transportation	635.80
Overtime Meals - Attorney	120.00
Rental Expenses	1,441.18
Client Electronic Data Storage	1,171.44
Overnight Delivery - Hard	179.60
<b>Total</b>	<b>\$ 438,018.19</b>

Legal Services for the Period Ending March 31, 2019

Invoice Number: 1050012827

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>
02/25/19	Brad Weiland - Brad Weiland, Internet	12.00
02/25/19	Brad Weiland - Brad Weiland, Internet	12.00
02/26/19	Brad Weiland - Brad Weiland, Internet	24.95
02/27/19	Brad Weiland - Brad Weiland, Hotel - Telephone	15.20
02/27/19	Brad Weiland - Brad Weiland, Internet	24.95
02/27/19	Brad Weiland - Brad Weiland, Hotel - Telephone	15.20
02/27/19	Brad Weiland - Brad Weiland, Hotel - Telephone	12.70
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - February teleconferences	36.78
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - conference calls	3.34
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference(s) with Client, Company, Counsel, etc.	23.00
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference	8.01
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - conference calls	13.34
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference	5.54
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - February 2019 conference calls.	7.21
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Conference calls.	11.13
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone Conference Call with KE team	0.31
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone Conference Call with team re bond	0.41
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone Conference Call with KE team	6.55
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone Conference Call with KE team	1.53
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference(s) with Client, Company, Counsel, etc.	11.60

Legal Services for the Period Ending March 31, 2019

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference charges.	28.77
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Conference calls.	28.77
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Conference call	1.14
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Conference calls.	70.92
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Invoice for Teleconference	0.02
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Invoice for Teleconference	2.34
02/28/19	Brad Weiland - Brad Weiland, Internet	24.95
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone conference with clients and outside counsel.	14.65
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference	7.48
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	6.13
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference	6.36
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Client Calls	2.50
02/28/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Internet	9.99
02/28/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone conferencing service.	7.30
03/08/19	Brad Weiland - Brad Weiland, Internet	10.00
03/10/19	Brad Weiland - Brad Weiland, Internet	10.00
03/11/19	Neda Davanipour - Neda Davanipour, Internet,	18.99
03/12/19	John R. Luze - John Luze, Internet	18.99
03/12/19	Brad Weiland - Brad Weiland, Internet	12.00
03/12/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Internet	18.99
03/13/19	Brad Weiland - Brad Weiland, Internet	8.99
	<b>Total</b>	<b>555.03</b>

Legal Services for the Period Ending March 31, 2019

Invoice Number: 1050012827

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>
02/25/19	Standard Copies or Prints	1.70
02/25/19	Standard Copies or Prints	2.30
02/25/19	Standard Copies or Prints	2.20
02/25/19	Standard Copies or Prints	0.90
02/25/19	Standard Copies or Prints	35.20
02/25/19	Standard Copies or Prints	199.00
02/25/19	Standard Copies or Prints	196.60
02/25/19	Standard Copies or Prints	21.40
02/25/19	Standard Copies or Prints	8.00
02/25/19	Standard Copies or Prints	385.70
02/25/19	Standard Copies or Prints	1.80
02/25/19	Standard Copies or Prints	16.40
02/25/19	Standard Copies or Prints	43.10
02/25/19	Standard Copies or Prints	3.60
02/25/19	Standard Copies or Prints	16.90
02/25/19	Standard Copies or Prints	3.20
02/25/19	Standard Copies or Prints	43.60
02/25/19	Standard Copies or Prints	1.30
02/25/19	Standard Copies or Prints	6.50
02/25/19	Standard Copies or Prints	4.20
02/26/19	Standard Copies or Prints	741.20
02/26/19	Standard Copies or Prints	9.20
02/26/19	Standard Copies or Prints	1.20
02/26/19	Standard Copies or Prints	0.20
02/26/19	Standard Copies or Prints	11.70
02/26/19	Standard Copies or Prints	39.20
02/26/19	Standard Copies or Prints	17.20
02/26/19	Standard Copies or Prints	4.80
02/26/19	Standard Copies or Prints	1.00
02/26/19	Standard Copies or Prints	8.00
02/26/19	Standard Copies or Prints	104.70
02/26/19	Standard Copies or Prints	0.10
02/26/19	Standard Copies or Prints	396.50
02/26/19	Standard Copies or Prints	2.80



Legal Services for the Period Ending March 31, 2019

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

02/26/19	Standard Copies or Prints	32.80
02/26/19	Standard Copies or Prints	22.40
02/27/19	Standard Copies or Prints	5.50
02/27/19	Standard Copies or Prints	62.40
02/27/19	Standard Copies or Prints	23.50
02/28/19	Standard Copies or Prints	3.20
02/28/19	Standard Copies or Prints	0.20
02/28/19	Standard Copies or Prints	13.20
02/28/19	Standard Copies or Prints	0.80
02/28/19	Standard Copies or Prints	4.60
02/28/19	Standard Copies or Prints	31.20
02/28/19	Standard Copies or Prints	0.30
02/28/19	Standard Copies or Prints	638.00
02/28/19	Standard Copies or Prints	37.50
02/28/19	Standard Copies or Prints	0.60
03/01/19	Standard Copies or Prints	2.50
03/01/19	Standard Copies or Prints	167.50
03/01/19	Standard Copies or Prints	1.40
03/01/19	Standard Copies or Prints	30.70
03/01/19	Standard Copies or Prints	2.30
03/05/19	Standard Copies or Prints	1.30
03/05/19	Standard Copies or Prints	0.10
03/05/19	Standard Copies or Prints	8.70
03/05/19	Standard Copies or Prints	1.50
03/05/19	Standard Copies or Prints	0.60
03/05/19	Standard Copies or Prints	6.10
03/05/19	Standard Copies or Prints	5.60
03/05/19	Standard Copies or Prints	0.10
03/06/19	Standard Copies or Prints	19.60
03/06/19	Standard Copies or Prints	5.20
03/06/19	Standard Copies or Prints	0.30
03/06/19	Standard Copies or Prints	0.40
03/06/19	Standard Copies or Prints	4.00
03/06/19	Standard Copies or Prints	8.10
03/06/19	Standard Copies or Prints	7.00
03/06/19	Standard Copies or Prints	0.20
03/07/19	Standard Copies or Prints	1.10

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Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

03/07/19	Standard Copies or Prints	8.40
03/07/19	Standard Copies or Prints	0.30
03/07/19	Standard Copies or Prints	2.70
03/07/19	Standard Copies or Prints	8.20
03/07/19	Standard Copies or Prints	1.80
03/07/19	Standard Copies or Prints	8.50
03/07/19	Standard Copies or Prints	18.50
03/08/19	Standard Copies or Prints	0.50
03/08/19	Standard Copies or Prints	0.90
03/11/19	Standard Copies or Prints	17.10
03/11/19	Standard Copies or Prints	6.50
03/11/19	Standard Copies or Prints	1.40
03/11/19	Standard Copies or Prints	15.50
03/11/19	Standard Copies or Prints	9.30
03/12/19	Standard Copies or Prints	2.50
03/12/19	Standard Copies or Prints	0.70
03/12/19	Standard Copies or Prints	0.10
03/12/19	Standard Copies or Prints	4.10
03/12/19	Standard Copies or Prints	0.20
03/13/19	Standard Copies or Prints	12.00
03/13/19	Standard Copies or Prints	1.10
03/13/19	Standard Copies or Prints	40.40
03/13/19	Standard Copies or Prints	0.20
03/13/19	Standard Copies or Prints	8.00
03/13/19	Standard Copies or Prints	0.10
03/13/19	Standard Copies or Prints	0.20
03/14/19	Standard Copies or Prints	6.70
03/14/19	Standard Copies or Prints	8.40
03/14/19	Standard Copies or Prints	1.10
03/14/19	Standard Copies or Prints	15.60
03/15/19	Standard Copies or Prints	3.70
03/15/19	Standard Copies or Prints	1.00
03/15/19	Standard Copies or Prints	6.40
03/16/19	Standard Copies or Prints	135.80
03/18/19	Standard Copies or Prints	13.40
03/18/19	Standard Copies or Prints	5.40
03/18/19	Standard Copies or Prints	0.10

Legal Services for the Period Ending March 31, 2019 Pg. 219 of 255

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

03/18/19	Standard Copies or Prints	1.30
03/18/19	Standard Copies or Prints	1.40
03/18/19	Standard Copies or Prints	4.80
03/18/19	Standard Copies or Prints	4.40
03/18/19	Standard Copies or Prints	18.80
03/18/19	Standard Copies or Prints	77.90
03/19/19	Standard Copies or Prints	0.10
03/19/19	Standard Copies or Prints	4.40
03/19/19	Standard Copies or Prints	2.60
03/20/19	Standard Copies or Prints	0.70
03/20/19	Standard Copies or Prints	3.90
03/20/19	Standard Copies or Prints	1.80
03/20/19	Standard Copies or Prints	1.80
03/20/19	Standard Copies or Prints	6.80
03/20/19	Standard Copies or Prints	1.30
03/21/19	Standard Copies or Prints	0.10
03/21/19	Standard Copies or Prints	30.00
03/21/19	Standard Copies or Prints	6.20
03/21/19	Standard Copies or Prints	1.50
03/21/19	Standard Copies or Prints	0.50
03/21/19	Standard Copies or Prints	6.00
03/21/19	Standard Copies or Prints	1.90
03/21/19	Standard Copies or Prints	13.20
03/21/19	Standard Copies or Prints	0.60
03/22/19	Standard Copies or Prints	7.40
03/22/19	Standard Copies or Prints	3.70
03/23/19	Standard Copies or Prints	9.70
03/25/19	Standard Copies or Prints	17.90
03/25/19	Standard Copies or Prints	7.40
03/25/19	Standard Copies or Prints	2.00
03/25/19	Standard Copies or Prints	0.60
03/25/19	Standard Copies or Prints	2.60
03/25/19	Standard Copies or Prints	1.60
03/25/19	Standard Copies or Prints	5.70
03/26/19	Standard Copies or Prints	8.70
03/26/19	Standard Copies or Prints	12.00
03/26/19	Standard Copies or Prints	0.10

Legal Services for the Period Ending March 31, 2019

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Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

03/26/19	Standard Copies or Prints	3.00
03/27/19	Standard Copies or Prints	0.90
03/27/19	Standard Copies or Prints	0.30
03/27/19	Standard Copies or Prints	0.10
03/27/19	Standard Copies or Prints	4.20
03/27/19	Standard Copies or Prints	1.70
03/27/19	Standard Copies or Prints	6.10
03/27/19	Standard Copies or Prints	1.70
03/28/19	Standard Copies or Prints	73.00
03/28/19	Standard Copies or Prints	1.10
03/28/19	Standard Copies or Prints	0.40
03/28/19	Standard Copies or Prints	2.80
	<b>Total</b>	<b>4,215.40</b>

Legal Services for the Period Ending March 31, 2019

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Invoice Number: 1050012827

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>
02/25/19	Color Copies or Prints	1.10
02/25/19	Color Copies or Prints	108.35
02/25/19	Color Copies or Prints	143.55
02/25/19	Color Copies or Prints	87.45
02/25/19	Color Copies or Prints	6.05
02/25/19	Color Copies or Prints	135.30
02/25/19	Color Copies or Prints	24.75
02/25/19	Color Copies or Prints	1.10
02/25/19	Color Copies or Prints	59.95
02/25/19	Color Copies or Prints	0.55
02/25/19	Color Copies or Prints	3.85
02/25/19	Color Copies or Prints	5.50
02/26/19	Color Copies or Prints	55.00
02/26/19	Color Copies or Prints	660.00
02/26/19	Color Copies or Prints	314.05
02/26/19	Color Copies or Prints	6.60
02/26/19	Color Copies or Prints	773.30
02/26/19	Color Copies or Prints	10.45
02/26/19	Color Copies or Prints	20.35
02/26/19	Color Copies or Prints	30.25
02/26/19	Color Copies or Prints	21.45
02/26/19	Color Copies or Prints	79.20
02/26/19	Color Copies or Prints	26.95
02/26/19	Color Copies or Prints	2.75
02/28/19	Color Copies or Prints	15.95
02/28/19	Color Copies or Prints	29.70
03/01/19	Color Copies or Prints	42.35
03/01/19	Color Copies or Prints	4.95
03/05/19	Color Copies or Prints	0.55
03/06/19	Color Copies or Prints	6.60
03/06/19	Color Copies or Prints	0.55
03/06/19	Color Copies or Prints	20.35
03/06/19	Color Copies or Prints	13.20
03/07/19	Color Copies or Prints	5.50

Legal Services for the Period Ending March 31, 2019 Pg. 222 of 255

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

03/11/19	Color Copies or Prints	7.15
03/11/19	Color Copies or Prints	2.75
03/12/19	Color Copies or Prints	15.95
03/12/19	Color Copies or Prints	1.10
03/12/19	Color Copies or Prints	137.50
03/12/19	Color Copies or Prints	0.55
03/13/19	Color Copies or Prints	6.60
03/14/19	Color Copies or Prints	1.65
03/15/19	Color Copies or Prints	9.35
03/18/19	Color Copies or Prints	58.30
03/18/19	Color Copies or Prints	2.20
03/18/19	Color Copies or Prints	15.95
03/18/19	Color Copies or Prints	1.10
03/18/19	Color Copies or Prints	25.30
03/20/19	Color Copies or Prints	3.30
03/21/19	Color Copies or Prints	6.05
03/21/19	Color Copies or Prints	60.50
03/21/19	Color Copies or Prints	6.05
03/21/19	Color Copies or Prints	0.55
03/21/19	Color Copies or Prints	21.45
03/21/19	Color Copies or Prints	18.15
03/25/19	Color Copies or Prints	37.95
03/26/19	Color Copies or Prints	28.60
03/26/19	Color Copies or Prints	59.40
03/27/19	Color Copies or Prints	1.10
03/27/19	Color Copies or Prints	1.10
03/27/19	Color Copies or Prints	49.50
03/27/19	Color Copies or Prints	35.75
03/27/19	Color Copies or Prints	4.40
03/28/19	Color Copies or Prints	0.55
	<b>Total</b>	<b>3,337.40</b>

Legal Services for the Period Ending March 31, 2019  
Windstream Holdings, Inc.

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Invoice Number: 1050012827

Matter Number: 24706-32

Expenses

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**4" Binders**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/19	4" Binders	39.00
	<b>Total</b>	<b>39.00</b>

Legal Services for the Period Ending March 31, 2019  
Windstream Holdings, Inc.

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Invoice Number: 1050012827

Matter Number: 24706-32

Expenses

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**5" Binders**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/19	5" Binders	27.00
	<b>Total</b>	<b>27.00</b>



Legal Services for the Period Ending March 31, 2019 Pg 225 of 255

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

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**Flash Drives**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/28/19	Flash Drives	10.00
	<b>Total</b>	<b>10.00</b>

Legal Services for the Period Ending March 31, 2019  
Windstream Holdings, Inc.Pg. 226 of 255  
Invoice Number: 1050012827

Matter Number: 24706-32

Expenses

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**Outside Messenger Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/01/19	GX GLOBAL INC - Courier Deliveries	40.98
03/03/19	CROWN DELIVERY & LOGISTICS - Courier Deliveries	170.20
03/03/19	COMET MESSENGER SERVICE INC - Court Delivery	49.95
	<b>Total</b>	<b>261.13</b>

Legal Services for the Period Ending March 31, 2019 Pg. 227 of 255

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

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**Local Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	Neda Davanipour - Neda Davanipour, Taxi	14.76
02/26/19	Andrew Polansky - Andrew Polansky, Taxi	18.77
02/26/19	Logan Taylor Wiggins - Logan Wiggins, Taxi	11.75
02/26/19	Nacif Taousse - Nacif Taousse, Taxi	53.37
02/26/19	Emily Anna Flynn - Emily Flynn, Taxi	11.16
02/26/19	Emily Anna Flynn - Emily Flynn, Taxi	14.76
02/26/19	Cristine Pirro - Cristine Pirro, Taxi	29.79
02/26/19	Brad Weiland - Brad Weiland, Taxi	9.80
02/26/19	Brad Weiland - Brad Weiland, Taxi	8.80
02/26/19	Carrie Therese Oppenheim - Carrie Oppenheim, Taxi	37.75
02/27/19	Emily Anna Flynn - Emily Flynn, Taxi	57.20
02/27/19	Emily Anna Flynn - Emily Flynn, Taxi	38.16
03/05/19	Neda Davanipour - Neda Davanipour, Taxi	17.78
03/06/19	Neda Davanipour - Neda Davanipour, Taxi	18.32
03/07/19	Neda Davanipour - Neda Davanipour, Taxi	12.50
03/08/19	Neda Davanipour - Neda Davanipour, Taxi	14.98
03/11/19	Brad Weiland - Brad Weiland, Taxi	10.80
03/22/19	Scott D. Price, P.C. - Scott Price, Taxi	19.51
03/22/19	Scott D. Price, P.C. - Scott Price, Taxi	17.95
	<b>Total</b>	<b>417.91</b>

Legal Services for the Period Ending March 31, 2019 Pg. 228 of 255

Invoice Number: 1050012827

Windstream Holdings, Inc.

Matter Number: 24706-32

Expenses

**Travel Expense**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	John R. Luze - John Luze, Lodging, New York, NY 02/25/2019 to 02/26/2019	350.00
02/25/19	Andrew Polansky - Andrew Polansky, Lodging, New York, NY 02/25/2019 to 02/26/2019	350.00
02/25/19	Anthony Abate - Anthony Abate, Lodging, New York, NY 02/25/2019 to 02/27/2019	157.38
02/25/19	Logan Taylor Wiggins - Logan Wiggins, Lodging, New York, NY 02/24/2019 to 02/27/2019	233.00
02/25/19	Richard U. S. Howell - Lodging, New York, NY 02/25/2019 to 02/26/2019	350.00
02/25/19	Emily Anna Flynn - Emily Flynn, Lodging, New York 02/25/2019 to 02/26/2019	350.00
02/25/19	Carrie Therese Oppenheim - Carrie Oppenheim, Lodging, New York 02/25/2019 to 03/27/2019	157.38
02/26/19	John R. Luze - John Luze, Lodging, New York, NY 02/26/2019 to 02/27/2019	350.00
02/26/19	Anthony Abate - Anthony Abate, Lodging, New York, NY 02/25/2019 to 02/27/2019	157.38
02/26/19	Andrew Polansky - Andrew Polansky, Lodging, New York, NY 02/26/2019 to 02/27/2019	350.00
02/26/19	Logan Taylor Wiggins - Lodging, New York, NY 02/24/2019 to 02/27/2019	323.65
02/26/19	Richard U. S. Howell - Lodging, New York, NY 02/26/2019 to 02/27/2019	350.00
02/26/19	Emily Anna Flynn - Emily Flynn, Lodging, New York 02/26/2019 to 02/27/2019	350.00
02/26/19	Carrie Therese Oppenheim - Carrie Oppenheim, Lodging, New York 02/25/2019 to 03/27/2019	157.38
02/27/19	Ross M. Kwasteniet, P.C. - Lodging, New York, NY 02/25/2019 to 02/27/2019	700.00
02/28/19	Brad Weiland - Lodging, New York, NY 02/25/2019 to 02/27/2019	1,050.00
03/02/19	Neda Davanipour - Neda Davanipour, Lodging, Little Rock, AR 03/04/2019 to 03/08/2019	995.91
03/04/19	John R. Luze - John Luze, Lodging, Little Rock, AR 03/04/2019 to 03/05/2019	228.85
03/04/19	Yates French - Yates French, Lodging, New York, NY 02/26/2019 to 02/27/2019	350.00

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Expenses

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03/05/19	John R. Luze - John Luze, Lodging, Little Rock, AR 03/05/2019 to 03/06/2019	240.35
03/06/19	John R. Luze - John Luze, Lodging, Little Rock, AR 03/06/2019 to 03/07/2019	240.35
03/07/19	John R. Luze - John Luze, Lodging, Little Rock, AR 03/07/2019 to 03/08/2019	217.35
03/11/19	John R. Luze - John Luze, Lodging, New York, NY 03/11/2019 to 03/12/2019	350.00
03/12/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Lodging, New York, NY 03/11/2019 to 03/12/2019	350.00
03/12/19	John R. Luze - Lodging, Little Rock, AR 03/12/2019 to 03/12/2019	270.26
03/12/19	Brad Weiland - Brad Weiland, Lodging, New York, NY 03/11/2019 to 03/12/2019 Attend creditors committee formation meeting 03/12/2019	350.00
03/12/19	Ross M. Kwasteniet, P.C. - Lodging, Little Rock, AR 03/12/2019 to 03/13/2019	289.80
03/13/19	Brad Weiland - Lodging, Little Rock, AR 03/12/2019 to 03/13/2019	270.26
03/22/19	Scott D. Price, P.C. - Scott Price, Lodging, Little Rock, AR 03/21/2019 to 03/22/2019	322.00
	<b>Total</b>	<b>10,211.30</b>

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Expenses**Airfare**

<u><b>Date</b></u>	<u><b>Description</b></u>	<u><b>Amount</b></u>
02/25/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, New York to Chicago 02/27/2019 to 02/27/2019	397.97
02/25/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Agency Fee	58.00
02/25/19	Brad Weiland - Brad Weiland, Airfare, Chicago to New York 02/25/2019 to 02/25/2019	404.30
02/26/19	Logan Taylor Wiggins - Logan Wiggins, Agency Fee	35.00
02/26/19	Logan Taylor Wiggins - Logan Wiggins, Airfare, Chicago, IL 02/27/2019 to 02/27/2019	457.30
02/27/19	Brad Weiland - Brad Weiland, Airfare, New York to Chicago 02/27/2019 to 02/27/2019	349.70
02/27/19	Brad Weiland - Brad Weiland, Agency Fee	58.00
02/27/19	Yates French - Yates French, Airfare, NYC to Chicago 02/27/2019 to 02/27/2019	477.98
03/01/19	Brad Weiland - Brad Weiland, Agency Fee	58.00
03/01/19	Brad Weiland - Brad Weiland, Airfare, Chicago to New York 03/11/2019 to 03/11/2019	812.65
03/03/19	John R. Luze - John Luze, Agency Fee	58.00
03/03/19	John R. Luze - John Luze, Airfare, Little Rock, AR 03/04/2019 to 03/08/2019	681.10
03/03/19	Neda Davanipour - Neda Davanipour, Airfare, Houston/Little Rock 03/04/2019 to 03/04/2019	569.30
03/05/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, New York, NY 03/11/2019 to 03/12/2019	815.93
03/05/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Agency Fee	58.00
03/05/19	Neda Davanipour - Neda Davanipour, Airfare, Little Rock/Houston 03/08/2019 to 03/08/2019	609.30
03/07/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, Chicago to New York, NY 03/11/2019 to 03/12/2019	(57.42)
03/07/19	Neda Davanipour - Neda Davanipour, Airfare, Houston/NY 03/11/2019 to 03/12/2019	681.30
03/08/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, New York to Chicago 03/12/2019 to 03/12/2019	(340.55)
03/08/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Agency Fee	58.00
03/08/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, Newark-Little Rock 03/12/2019 to 03/12/2019	467.57
03/08/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Agency Fee	58.00

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03/08/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, Newark to Little Rock 03/13/2019 to 03/14/2019	1,001.93
03/10/19	John R. Luze - John Luze, Agency fee	29.00
03/10/19	John R. Luze - John Luze, Airfare, New York, NY - Little Rock, AR 03/11/2019 to 03/12/2019	553.56
03/10/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, Little Rock-Chicago 03/13/2019 to 03/15/2019	(19.99)
03/11/19	Brad Weiland - Brad Weiland, Airfare, Newark-Little Rock 03/12/2019 to 03/12/2019	1,289.48
03/11/19	Brad Weiland - Brad Weiland, Agency Fee	58.00
03/12/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Airfare, Little Rock-Chicago 03/13/2019 to 03/13/2019	(641.39)
03/13/19	Brad Weiland - Brad Weiland, Airfare, Charlotte to Chicago 03/13/2019 to 03/13/2019	305.12
03/13/19	Brad Weiland - Brad Weiland, Airfare, Little Rock - Chicago 03/13/2019 to 03/13/2019	363.05
03/13/19	Brad Weiland - Brad Weiland, Agency Fee	58.00
03/13/19	Brad Weiland - Brad Weiland, Airfare, Charlotte, NC - Chicago 03/13/2019 to 03/13/2019	(296.16)
03/13/19	Brad Weiland - Brad Weiland, Agency Fee	58.00
03/14/19	Scott D. Price, P.C. - Scott Price, Agency Fee	58.00
03/14/19	Scott D. Price, P.C. - Scott Price, Agency Fee	58.00
	<b>Total</b>	<b>9,642.03</b>

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**Transportation to/from airport**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	Andrew Polansky - Andrew Polansky, Transportation To/From Airport	74.84
02/25/19	Brad Weiland - Brad Weiland, Transportation To/From Airport	29.32
02/25/19	Brad Weiland - Brad Weiland, Transportation To/From Airport	38.56
02/26/19	Yates French - Yates French, Transportation To/From Airport	66.35
02/27/19	John R. Luze - John Luze, Transportation To/From Airport	70.90
02/27/19	John R. Luze - John Luze, Transportation To/From Airport	89.23
02/27/19	Andrew Polansky - Andrew Polansky, Transportation To/From Airport	95.18
02/27/19	Andrew Polansky - Andrew Polansky, Transportation To/From Airport	63.85
02/27/19	Anthony Abate - Anthony Abate, Transportation To/From Airport	44.64
02/27/19	Emily Anna Flynn - Emily Flynn, Transportation To/From Airport	54.55
02/27/19	Brad Weiland - Brad Weiland, Transportation To/From Airport	42.30
02/27/19	Yates French - Yates French, Transportation To/From Airport	84.97
02/28/19	SUNNY'S WORLDWIDE - K&E team and Windstream team 02/26/2019	628.03
02/28/19	SUNNY'S WORLDWIDE - K&E team and Windstream team 02/26/2019	572.91
02/28/19	SUNNY'S WORLDWIDE - K&E team and Windstream team 02/26/2019	369.14
02/28/19	SUNNY'S WORLDWIDE - K&E team and Windstream team 02/26/2019	231.91
02/28/19	SUNNY'S WORLDWIDE - K&E team and Windstream team 02/26/2019	247.30
02/28/19	SUNNY'S WORLDWIDE - K&E team and Windstream team 02/26/2019	396.70
03/04/19	ALL ABOUT CHARTER INC - 02/27/2019 Transportation to/From Airport	141.30
03/04/19	ALL ABOUT CHARTER INC - 02/24/2019 Transportation to/From Airport	102.30
03/04/19	ALL ABOUT CHARTER INC - 02/27/2019 Transportation to/From Airport	106.30
03/04/19	John R. Luze - John Luze, Transportation To/From Airport	87.60
03/04/19	Neda Davanipour - Neda Davanipour, Transportation To/From Airport	25.00



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03/04/19	Neda Davanipour - Neda Davanipour, Transportation To/From Airport	94.48
03/08/19	John R. Luze - John Luze, Transportation To/From Airport	92.45
03/08/19	Neda Davanipour - Neda Davanipour, Transportation To/From Airport	52.67
03/11/19	John R. Luze - John Luze, Transportation To/From Airport	73.93
03/11/19	Brad Weiland - Brad Weiland, Transportation To/From Airport	43.15
03/11/19	Brad Weiland - Brad Weiland, Transportation To/From Airport	55.06
03/12/19	Brad Weiland - Brad Weiland, Transportation To/From Airport	100.30
03/12/19	Neda Davanipour - Neda Davanipour, Transportation To/From Airport	39.98
03/15/19	SUNNY'S WORLDWIDE - K&E team, 03/13/2019	214.50
03/15/19	SUNNY'S WORLDWIDE -K&E team, 03/13/2019	214.50
03/15/19	SUNNY'S WORLDWIDE - K&E team, 03/12/2019	133.55
03/22/19	ALL ABOUT CHARTER INC - 03/11/2019 KWASTENIET ROSS, Transportation to/From Airport	102.30
03/22/19	ALL ABOUT CHARTER INC - 03/13/2019 WEILAND WILLIAM, Transportation to/From Airport	141.30
03/22/19	ALL ABOUT CHARTER INC - 03/13/2019 Kwasteniet Ross, Transportation to/From Airport	106.40
03/22/19	Scott D. Price, P.C. - Scott Price, Transportation To/From Airport	14.05
	<b>Total</b>	<b>5,141.80</b>

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**Travel Meals**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	John R. Luze - John Luze, Travel Meals	11.76
02/25/19	Andrew Polansky - Andrew Polansky, Travel Meals	6.53
02/25/19	Andrew Polansky - Andrew Polansky, Travel Meals	7.35
02/25/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals	2.89
02/25/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Travel Meals	10.45
02/25/19	Emily Anna Flynn - Emily Flynn, Travel Meals	12.00
02/25/19	Yates French - Yates French, Travel Meals	79.25
02/25/19	Carrie Therese Oppenheim - Carrie Oppenheim, Travel Meals	78.13
02/26/19	Andrew Polansky - Andrew Polansky, Travel Meals	14.90
02/26/19	Anthony Abate - Anthony Abate, Travel Meals	29.67
02/26/19	Andrew Polansky - Andrew Polansky, Travel Meals	14.09
02/26/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals	11.11
02/26/19	Emily Anna Flynn - Emily Flynn, Travel Meals	7.53
02/26/19	Brad Weiland - Brad Weiland, Travel Meals	50.17
02/26/19	Yates French - Yates French, Travel Meals	97.62
02/26/19	Yates French - Yates French, Travel Meals	19.48
02/27/19	John R. Luze - John Luze, Travel Meals	4.34
02/27/19	John R. Luze - John Luze, Travel Meals	10.45
02/27/19	Andrew Polansky - Andrew Polansky, Travel Meals	5.67
02/27/19	Anthony Abate - Anthony Abate, Travel Meals	8.69
02/27/19	Anthony Abate - Anthony Abate, Travel Meals	11.07
02/27/19	Andrew Polansky - Andrew Polansky, Travel Meals	25.00
02/27/19	Andrew Polansky - Andrew Polansky, Travel Meals	21.38
02/27/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals	8.20
02/27/19	Emily Anna Flynn - Emily Flynn, Travel Meals	11.76
02/27/19	Emily Anna Flynn - Emily Flynn, Travel Meals	16.19
02/27/19	Emily Anna Flynn - Emily Flynn, Travel Meals	36.73
02/27/19	Yates French - Yates French	79.26
02/27/19	Yates French - Yates French, Travel Meals	46.87
02/27/19	Carrie Therese Oppenheim - Carrie Oppenheim, Travel Meals	25.98
03/04/19	Neda Davanipour - Neda Davanipour, Travel Meals	4.98
03/04/19	Neda Davanipour - Neda Davanipour, Travel Meals	12.04
03/04/19	John R. Luze - John Luze, Travel Meals	8.01
03/05/19	Neda Davanipour - Neda Davanipour, Travel Meals	84.25

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03/05/19	Neda Davanipour - Neda Davanipour, Travel Meals	32.47
03/06/19	Neda Davanipour - Neda Davanipour, Travel Meals	24.76
03/06/19	John R. Luze - John Luze, Travel Meals	7.49
03/07/19	Neda Davanipour - Neda Davanipour, Travel Meals	29.98
03/07/19	Neda Davanipour - Neda Davanipour, Travel Meals	23.25
03/07/19	John R. Luze - John Luze, Travel Meals	7.49
03/08/19	Neda Davanipour - Neda Davanipour, Travel Meals	10.82
03/08/19	John R. Luze - John Luze, Travel Meals	6.66
03/11/19	John R. Luze - John Luze, Travel Meals	9.30
03/11/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet	58.48
03/11/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Travel Meals	40.00
03/12/19	Brad Weiland - Brad Weiland, Travel Meals	37.99
03/12/19	Brad Weiland - Brad Weiland, Travel Meals	31.49
03/13/19	Brad Weiland - Brad Weiland, Travel Meals	18.54
03/13/19	Ross M. Kwasteniet, P.C. - Ross Kwasteniet, Travel Meals	25.23
	<b>Total</b>	<b>1,237.75</b>

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**Other Travel Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/06/19	Hannah Kupsky - Hannah Kupsky, Meeting Room	2,000.00
03/06/19	Rachael Marie Bazinski - Rachael Bazinski, Meeting Room	5,000.00
03/06/19	Susan D. Golden - Susan Golden, Meeting Room	7,786.96
03/12/19	Katrina Miani - Katrina Miani - Katrina Miani, Meeting Room	(2.00)
03/12/19	Katrina Miani - Katrina Miani, Meeting Room	5,979.24
	<b>Total</b>	<b>20,764.20</b>

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**Court Reporter Fee/Deposition**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/19	VERITEXT - Transcript	798.60
	<b>Total</b>	<b>798.60</b>

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**Filing Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	Jake William Gordon - Jake Gordon, Filing Fees	24,038.00
02/25/19	John R. Luze - John Luze, Filing Fees	3,434.00
02/25/19	Neda Davanipour - Neda Davanipour, Filing Fees	24,038.00
02/25/19	John R. Luze - John Luze, Filing Fees	20,604.00
02/25/19	Stephen E. Hessler, P.C. - Stephen Hessler, Filing Fees	24,038.00
02/25/19	Katie Kane - Katie Kane, Filing Fees	8,585.00
02/25/19	Hannah Kupsky - Hannah Kupsky, Filing Fees	8,585.00
02/25/19	Hannah Kupsky - Hannah Kupsky, Filing Fees	12,019.00
02/25/19	Cristine Pirro - Cristine Pirro, Filing Fees	8,585.00
02/25/19	Andrew Polansky - Andrew Polansky, Filing Fees	24,038.00
02/25/19	Yates French - Yates French, Filing Fees	8,585.00
02/25/19	Robert Orren - Robert Orren, Filing Fees	24,038.00
02/25/19	Robert Orren - Robert Orren, Filing Fees	8,585.00
02/25/19	Luke Seaton Smith - Luke Smith, Filing Fees	10,302.00
02/25/19	Gerardo Mijares-Shafai - Gerardo Mijares-Shafai, Filing Fees	15,453.00
02/25/19	Carrie Therese Oppenheim - Carrie Oppenheim, Filing Fees	800.00
02/25/19	Carrie Therese Oppenheim - Carrie Oppenheim, Filing Fees	24,038.00
02/25/19	Carrie Therese Oppenheim - Carrie Oppenheim, Filing Fees	24,038.00
02/25/19	Carrie Therese Oppenheim - Carrie Oppenheim, Filing Fees	22,321.00
02/25/19	Matthew C. Fagen - Matthew Fagen, Filing Fees	24,038.00
02/25/19	Matthew C. Fagen - Matthew Fagen, Filing Fees	18,887.00
02/25/19	Jeffrey Ross Goldfine - Jeffrey Goldfine, Filing Fees	8,585.00
02/25/19	Gene S. Goldmintz - Gene Goldmintz, Filing Fees	5,151.00
02/26/19	Anthony Abate - Anthony Abate, Filing Fees	200.00
03/26/19	Anthony Abate - Anthony Abate, Filing Fees	181.00
	<b>Total</b>	<b>353,166.00</b>

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**Calendar/Court Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	Suggestion of Bankruptcy; SDNY	25.00
03/21/19	Online search for Master Lease Agreement	25.00
03/22/19	Court runner to go to SDNY Bankruptcy Court	25.00
	<b>Total</b>	<b>75.00</b>

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**Other Court Costs and Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/19	COURTCALL LLC - CourtCall for hearing, February 26th, 2019	79.00
	<b>Total</b>	<b>79.00</b>



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**Outside Computer Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/01/19	FACTIVA INC A DOW JONES COMPANY - Factiva usage for Feb 2019	168.84
	<b>Total</b>	<b>168.84</b>

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**Outside Copy/Binding Services**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/19	EMPIRE DISCOVERY LLC - External copies	3,087.26
02/28/19	EMPIRE DISCOVERY LLC - External copies	3,101.71
02/28/19	EMPIRE DISCOVERY LLC - External copies	489.94
03/06/19	Cristine Pirro - Cristine Pirro, Copies	16.70
	<b>Total</b>	<b>6,695.61</b>

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**Working Meals/K&E Only**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	Francis Petrie - Francis Petrie, Working Meal/K&E Only, New York, NY OT Dinner	285.00
	<b>Total</b>	<b>285.00</b>

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**Working Meals/K&E and Others**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/26/19	K&E team and Windstream team, Working Meal/K&E w/Others	3,250.00
	<b>Total</b>	<b>3,250.00</b>

**Outside Retrieval Service**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/26/19	CSC - Computer database research	265.40
02/26/19	CSC - Computer database research	126.40
02/26/19	CSC - Computer database research	82.40
02/26/19	CSC - Computer database research	249.90
02/26/19	CSC - Computer database research	82.40
03/20/19	CT CORPORATION - Document retrieval re	4,238.00
03/20/19	CT CORPORATION - Document retrieval re ARC Networks, Inc. (DE); ATX Communications, Inc. (DE); ATX Telecommunications Services of Virginia, LLC (DE); Allworx Corp (DE); BV-BC Acquisition Corporation (DE); BridgeCom Holdings, Inc. (DE); Bridgecom Solutions Group, Inc. (DE); Broadview Networks of Massachusetts, Inc. (DE); Buffalo Valley Management Services, Inc. (DE); CCL Historical, Inc. (DE); CHOICE ONE COMMUNICATIONS OF CONNECTICUT INC. (DE); CHOICE ONE COMMUNICATIONS OF MAINE INC. (DE); CHOICE ONE COMMUNICATIONS OF MASSACHUSETTS INC. (DE); CHOICE ONE COMMUNICATIONS OF OHIO INC. (DE); CHOICE ONE COMMUNICATIONS OF RHODE ISLAND INC. (DE); CHOICE ONE COMMUNICATIONS OF VERMONT INC. (DE); CHOICE ONE OF NEW HAMPSHIRE INC. (DE); CONNECTICUT BROADBAND, LLC (CT); CONNECTICUT TELEPHONE & COMMUNICATION SYSTEMS, INC. (CT); CONVERSENT COMMUNICATIONS OF CONNECTICUT, LLC (CT); Cavalier IP TV, LLC (DE); Cavalier Services, LLC (DE); Conestoga Management Services, Inc. (DE); CoreComm-ATX, Inc. (DE); Corecomm Communications, LLC (DE); D&E Communications, LLC (DE); Eureka Broadband Corporation (DE); Eureka Holdings, LLC (DE); Eureka Networks, LLC (DE); Infohighway Communications Corporation (DE); KDL Holdings, LLC (DE); MPX, Inc. (DE); McLeodUSA Information Services LLC (DE); Open Support Systems LLC (CT); Paetec Holding, LLC (DE); Paetec LLC (DE); RevChain Solutions, LLC (DE); SM Holdings, LLC (DE); Southwest Enhanced Network Services, LLC (DE); US LEC of South Carolina, LLC (DE); US LEC of Tennessee LLC (DE); Windstream Alabama, LLC (AL)	4,478.00

Expenses

03/20/19	CT CORPORATION - Document retrieval re BUSINESS TELECOM OF VIRGINIA, INC. (VA); Broadview Networks of Virginia, Inc. (VA); CONVERSENT COMMUNICATIONS OF NEW HAMPSHIRE, LLC (NH); CONVERSENT COMMUNICATIONS OF RHODE ISLAND, LLC (RI); CTC COMMUNICATIONS OF VIRGINIA, INC. (VA); Cavalier Telephone, L.L.C. (VA); Cinergy Communications Company of Virginia, LLC (VA); Conestoga Enterprises, Inc. (PA); Conversent Communications Long Distance, LLC (NH); Conversent Communications of Vermont, LLC (VT); D & E Management Services, Inc. (NV); D&E Networks, Inc. (PA); Equity Leasing, Inc. (NV); Eureka Telecom of VA, Inc. (VA); Info-Highway International, Inc. (TX); Infohighway of Virginia, Inc. (VA); Norlight Telecommunications of Virginia, LLC (VA); Oklahoma Windstream, LLC (OK); PCS Licenses, Inc. (NV); PaeTec Communications of Virginia, LLC (VA); Paetec Realty LLC (NY); Paetec iTel, L.L.C. (NC); Progress Place Realty Holding Company, LLC (NC); Talk America of Virginia, LLC (VA); Texas Windstream LLC (TX); US LEC of Alabama LLC (NC); US LEC of Florida LLC (NC); Windstream CTC Internet Services, Inc. (NC); Windstream Communications Kerrville, LLC (TX); Windstream Communications Telecom, LLC (TX); Windstream Holding of the Midwest, Inc. (NE); Windstream KDL-VA, LLC (VA); Windstream Kerrville Long Distance, LLC (TX); Windstream Lexcom Entertainment, LLC (NC); Windstream Lexcom Long Distance, LLC (NC); Windstream Lexcom Wireless, LLC (NC); Windstream Network Services of the Midwest, Inc. (NE); Windstream SHAL Networks, Inc. (MN); Windstream SHAL, LLC (MN); Windstream South Carolina, LLC (SC); Windstream Sugar Land, Inc. (TX); Windstream Supply, LLC (OH); Xeta Technologies, Inc. (OK)	3,827.00
03/26/19	US DOCUMENT RETRIEVAL SERVICE INC - Document retrieval	76.76
	<b>Total</b>	<b>13,426.26</b>

**Computer Database Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/26/19	CSC - Computer database research	82.40
03/05/19	BUREAU OF NATIONAL AFFAIRS INC - Bloomberg Dockets Usage for 2/2019 by Pascariu Gianina Rodica	5.70
03/05/19	BUREAU OF NATIONAL AFFAIRS INC - Bloomberg Dockets Usage for 2/2019 by Cali Joseph J.	7.50
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Hannah Kupsky on 2/26/2019	20.00
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Tommy Scheffer on 2/20/2019	40.00
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Gene Goldmintz on 2/19/2019	20.00
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Tommy Scheffer on 2/22/2019	37.00
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Tommy Scheffer on 2/21/2019	8.00
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Spencer Caldwell-McMillan on 2/19/2019	139.00
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Robert Orren on 2/25/2019	78.00
03/07/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Tommy Scheffer on 2/27/2019	49.00
	<b>Total</b>	<b>486.60</b>

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**Westlaw Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Sanderson, Joe, 2/25/2019	18.09
	<b>Total</b>	<b>18.09</b>



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**LexisNexis Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/19	LEXISNEXIS - LEXISNEXIS, LexisNexis Research, Taousse, Nacif, 2/28/2019	161.22
	<b>Total</b>	<b>161.22</b>

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**Overtime Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	Alex Warso - Alex Warso, Taxi	7.54
02/25/19	Sven Soderberg - Sven Soderberg, Taxi	35.00
02/25/19	Nacif Taousse - Nacif Taousse, Taxi	17.76
02/25/19	Nacif Taousse - Nacif Taousse, Taxi	18.30
02/25/19	Sven Soderberg - Sven Soderberg, Taxi	30.41
02/25/19	Brad Weiland - Brad Weiland, Taxi	11.80
02/25/19	Jackie Duhl - Jackie Duhl, Taxi	13.30
02/25/19	Gene S. Goldmintz - Gene Goldmintz, Taxi	11.76
02/25/19	Francis Petrie - Francis Petrie, Taxi	8.22
02/25/19	Robert Orren - Robert Orren, Taxi	12.20
02/26/19	Neda Davanipour - Neda Davanipour, Taxi	17.75
02/26/19	George Klidonas - George Klidonas, Taxi	11.76
02/26/19	Sven Soderberg - Sven Soderberg, Taxi	28.37
02/26/19	Sven Soderberg - Sven Soderberg, Taxi	35.00
02/26/19	Gene S. Goldmintz - Gene Goldmintz, Taxi	15.95
02/26/19	Gene S. Goldmintz - Gene Goldmintz, Taxi	12.23
02/26/19	Neda Davanipour - Neda Davanipour, Taxi	10.20
02/26/19	Neda Davanipour - Neda Davanipour, Taxi	6.00
02/26/19	Francis Petrie - Francis Petrie, Taxi	14.10
02/27/19	Sven Soderberg - Sven Soderberg, Taxi	35.00
02/27/19	Sven Soderberg - Sven Soderberg, Taxi	28.64
02/28/19	Nicholas Warther - Nicholas Warther, Taxi	7.00
02/28/19	Sven Soderberg - Sven Soderberg, Taxi	35.00
02/28/19	Francis Petrie - Francis Petrie, Taxi	14.69
03/01/19	Sven Soderberg - Sven Soderberg, Taxi	30.43
03/01/19	Sven Soderberg - Sven Soderberg, Taxi	35.00
03/02/19	Taro Tan - Taro Tan, Taxi	7.52
03/04/19	Sven Soderberg - Sven Soderberg, Taxi	30.32
03/06/19	Renee M. Prescan - Renee Prescan, Taxi	28.75
03/07/19	Gene S. Goldmintz - Gene Goldmintz, Taxi	11.75
03/14/19	Neda Davanipour - Neda Davanipour, Taxi	11.75
03/15/19	Joshua Faulkner - Joshua Faulkner, Taxi	10.00
03/16/19	Gene S. Goldmintz - Gene Goldmintz, Taxi	11.93
03/16/19	Gene S. Goldmintz - Gene Goldmintz, Taxi	11.87

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03/25/19	Alex Hevia - Alex Hevia, Taxi	8.50
	<b>Total</b>	<b>635.80</b>

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**Overtime Meals - Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/25/19	Neda Davanipour - Neda Davanipour, Overtime Meals - Attorney, New York OT Meal	20.00
03/13/19	Scott D. Price, P.C. - Overtime Meals - Attorney, New York, NY Overtime Meal Scott Price	20.00
03/14/19	Neda Davanipour - Neda Davanipour, Overtime Meals - Attorney, Hillstone O/T	20.00
03/18/19	Alex Hevia - Alex Hevia, Overtime Meals - Attorney, Chicago Overtime meal. Alex Hevia 03/18/2019	20.00
03/25/19	Alex Hevia - Alex Hevia, Overtime Meals - Attorney, Chicago Overtime meal expense. Alex Hevia 03/25/2019	20.00
03/26/19	Daniel R. Schwartz - Daniel Schwartz, Overtime Meals - Attorney, Chicago, IL	20.00
	<b>Total</b>	<b>120.00</b>

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**Rental Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/04/19	AQUIPT INC - RENTAL EXPENSES	1,441.18
	<b>Total</b>	<b>1,441.18</b>

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**Client Electronic Data Storage**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
02/28/19	Electronic Data Storage	1,171.44
	<b>Total</b>	<b>1,171.44</b>

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**Overnight Delivery - Hard**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
03/04/19	FEDERAL EXPRESS - 774566693642	17.75
03/04/19	FEDERAL EXPRESS - 525003866080	10.67
03/04/19	FEDERAL EXPRESS - 525003866057	8.13
03/04/19	FEDERAL EXPRESS - 774539408062	22.84
03/11/19	FEDERAL EXPRESS - 417180603414	60.50
03/11/19	FEDERAL EXPRESS - 417180603425	47.51
03/22/19	FEDERAL EXPRESS	12.20
	<b>Total</b>	<b>179.60</b>

**TOTAL EXPENSES****\$ 438,018.19**