

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

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

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF MORRISON &
FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS *NUNC PRO TUNC* TO MARCH 12, 2019**

Upon the unopposed application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Windstream Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in these cases (collectively, the “Debtors”), pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, for authorization to employ and retain Morrison & Foerster LLP (“Morrison & Foerster”) as counsel to the Committee, pursuant to the terms set forth in the Application; and upon the Grudus Declaration and the Marinuzzi Declaration; and the Court being satisfied, based on the representations made in the Application, the Grudus Declaration and the Marinuzzi Declaration, that Morrison & Foerster and its professionals are “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, and, as required by section 1103 of the Bankruptcy Code, neither hold nor represent any adverse interest in these cases; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant

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

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.



to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Standing Order of Reference Re: Title 11* [Standing Order M-431], dated February 1, 2012 (Preska, C.J.); and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been served, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, it is hereby

ORDERED, ADJUDGED AND DECREED THAT

1. The Application is GRANTED to the extent provided herein.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, Local Rules 2014-1 and 2016-1, and subject to the terms of this Order, the Committee is authorized to employ and retain Morrison & Foerster as its bankruptcy counsel on the terms set forth in the Application and the Marinuzzi Declaration, *nunc pro tunc* to March 12, 2019, to perform the services described herein.
3. Morrison & Foerster is authorized to provide services to the Committee, including the following:
 - a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
 - b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
 - c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
 - d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;

- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the United States Trustee, and protecting the interests of the Committee before those courts and before the United States Trustee; and
- j. performing all other necessary legal services in these cases.

4. Morrison & Foerster shall be compensated and reimbursed in accordance with the Application, will file interim and final fee applications for allowance of its compensation and expenses, and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any further order of the Court.

5. This Order shall be immediately effective and enforceable upon its entry, and the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. To the extent the Application, the Grudus Declaration, or the Marinuzzi Declaration are inconsistent with this Order, the terms of this Order shall govern.

7. Morrison & Foerster shall not withdraw as the Committee's counsel prior to the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of the Court in accordance with Local Rule 2090-1(e).

8. Morrison & Foerster shall provide at last ten (10) business days' notice to the Debtors and the United States Trustee in connection with any increase of the hourly rates in this case listed in the Application. All parties in interest retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code.

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

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

Dated: May 16, 2019
White Plains, New York

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