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Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**DECLARATION OF SHAYA ROCHESTER IN SUPPORT
OF THE DEBTORS' APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
KATTEN MUCHIN ROSENMAN LLP AS CONFLICTS COUNSEL FOR
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE
NUNC PRO TUNC TO THE PETITION DATE**

I, SHAYA ROCHESTER, being duly sworn, state the following under penalty of perjury:

1. I am a partner of the law firm of Katten Muchin Rosenman LLP, located at 575 Madison Avenue, New York, NY 10022, ("Katten").² I am one of the lead attorneys from Katten working on the above-captioned Chapter 11 cases. I am a member in good standing of the Bar of

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

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Application.



the State of New York, and I have been admitted to practice in the Southern District of New York. There are no disciplinary proceedings pending against me.

2. On February 25, 2019 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed petitions with this Court under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On March 26, 2019, the Debtors filed an application to employ and retain Katten as conflicts counsel for the Debtors [Docket No. 194] (the “Application”) pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the United States Bankruptcy Court for the Southern District of New York. The declaration of Steven J. Reisman in support of the Application (the “Reisman Declaration”) was attached to the Application as Exhibit B.

3. On April 22, 2019, the Court entered the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369] (the “Retention Order”). On July 15, 2019, the Debtors filed the *First Supplemental Declaration of Steven J. Reisman in Support of Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 811] (the “First Supplemental Reisman Declaration”).

4. I submit this declaration to provide additional disclosures in accordance with Bankruptcy Rules 2014(a) and 2016(b) and as required pursuant to the Retention Order. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Katten's Disinterestedness

5. The Application stated that Katten would review its files periodically during these Chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. The Application further stated that if any new relevant facts or relationships are discovered or arise, Katten will use reasonable efforts to identify such further developments and promptly file a supplemental declaration.

Specific Disclosures

6. Kurtzman Carson Consultants LLC ("KCC") has been retained by the Debtors as their claims and noticing agent in these Chapter 11 cases pursuant to the *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent* [Docket No. 59]. Subsequent to the filing of the Reisman Declaration and the First Supplemental Reisman Declaration, Charter Communications Inc. and Charter Communications Operating, LLC (collectively, "Charter") served discovery on KCC in connection with an adversary proceeding commenced by the Debtors against Charter (Adv. Pro. No. 18-08246) (the "Adversary Proceeding"). In order to minimize the expense to the Debtors' estates, KCC has elected to retain Katten to serve as its counsel in connection with the Adversary Proceeding and matters related thereto. Pursuant to the terms of Katten's engagement letter with KCC, Katten will submit its invoices for fees and expenses incurred in connection with this representation to the Debtors for payment, and KCC will not be responsible for the payment of such fees and expenses. The Debtors do not object to Katten's representation of KCC.

7. In addition, Bryant Churbuck is currently serving as a law clerk for the Honorable Sean H. Lane, United States Bankruptcy Judge for the Southern District of New York. Mr.

Churbuck has accepted an offer to be employed at Katten as an associate. His employment is scheduled to commence in October 2019.

Affirmative Statement of Disinterestedness

8. Based on the conflicts search conducted to date and described in the Reisman Declaration and the First Supplemental Reisman Declaration, to the best of my knowledge and insofar as I have been able to ascertain, (a) Katten is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Katten has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein, in the Reisman Declaration, and in the First Supplemental Reisman Declaration.

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

Dated: September 11, 2019

Respectfully submitted,

/s/ Shaya Rochester
SHAYA ROCHESTER
Partner, Katten Muchin Rosenman LLP