

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 19-22312 (RDD)
)

) (Jointly Administered)
)

**SECOND SUPPLEMENTAL DECLARATION OF JUSTIN SCHMALTZ
IN SUPPORT OF DEBTORS' APPLICATION AUTHORIZING THE DEBTORS
TO EMPLOY AND RETAIN ALVAREZ & MARSAL NORTH AMERICA, LLC
AS FINANCIAL ADVISOR EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

I, Justin Schmaltz, being duly sworn, hereby states as follows:

1. I am a Managing Director with Alvarez & Marsal North America, LLC (together with employees of its affiliates (all of which are wholly-owned by its parent company and employees), its wholly owned subsidiaries, and independent contractors, "A&M"), a restructuring advisory services firm with numerous offices throughout the country. I submit this supplemental declaration on behalf of A&M (the "Second Supplemental Declaration") in further support of the *Debtors' Application Authorizing the Debtors to Employ And Retain Alvarez & Marsal North America, LLC as Financial Advisors to Debtors And Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code* (the "Application") on the terms and conditions set forth

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.



in the Application. Except as otherwise noted,² I have personal knowledge of the matters set forth herein.

2. To the extent any information disclosed herein requires amendment or modification upon A&M's completion of further review or as additional party-in-interest information becomes available to it, a further supplemental declaration reflecting such amended or modified information will be submitted to the Court.

3. On February 25, 2019 (the "Petition Date"), Windstream Holdings, Inc. and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") commenced these cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

4. On March 26, 2019, the Debtors filed the Application and attached thereto was a declaration of Justin Schmaltz in support of the Application (the "Original Declaration") and on July 10, 2019, the Debtors filed a supplemental declaration in support of the Application (the "Supplemental Declaration") and together with the Original Declaration, the "Prior Declarations").

5. I submit this Second Supplemental Declaration to disclose certain additional information that has become available to A&M since the filing of the Prior Declarations. Capitalized terms used herein and not otherwise defined have the respective meanings set forth in the Prior Declarations.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at A&M and are based on information provided by them.

ADDITIONAL POTENTIAL PARTIES IN INTEREST

6. In connection with its proposed retention by the Debtors in these cases, A&M has undertaken an ongoing analysis to determine whether any material relevant facts or relationships have arisen or been discovered. In connection therewith, it has come to A&M's attention that the entities identified on **Schedule A** hereto ("New Parties") are parties involved in the Debtors' chapter 11 cases who were not identified on Schedule A to the Prior Declarations. The New Parties together with the parties identified on Schedule A to the Prior Declarations are hereinafter referred to as the "Potential Parties in Interest."

7. Based on the Firm Procedures described in the Original Declaration, the relationships with the New Parties are identified on **Schedule B** hereto.

8. Based on the results of its review, to the best of my knowledge, except as set forth in the Prior Declarations, A&M does not have an active relationship with any of Potential Parties in Interest in matters relating to the Debtors' chapter 11 cases.

9. If any new material relevant facts or relationships are discovered or arise, A&M will promptly file a supplemental declaration.

[Remainder of page intentionally left blank.]

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

Dated November 12, 2019

/s/ *Justin Schmaltz*

Justin Schmaltz

Alvarez & Marsal North America, LLC
Managing Director

SCHEDULE A

New Potential Parties in Interest

MET ED
METROPOLITAN EDISON COMPANY
MONONGAHELA POWER COMPANY
OHIO EDISON
OHIO EDISON COMPANY
PENELEC
PENN POWER
PENNSYLVANIA ELECTRIC COMPANY
THE CLEVELAND ELECTRIC ILLUMINATING COMPANY
THE ILLUMINATING COMPANY
TOLEDO EDISON
TOLEDO EDISON COMPANY
WEST PENN POWER

Pg 6 of 6
Windstream Holdings

SCHEDULE B

**Current and Former Clients of A&M
and/or its Affiliates**¹

Cleveland Electric Illuminating Company
Ohio Edison
Penelec
Penn Power
Toledo Edison
West Penn Power

**Significant Equity Holders of Current
and Former A&M Clients**²

Toledo Edison

¹ A&M and/ or an affiliate is currently providing or has previously provided certain consulting or interim management services to these parties or their affiliates (or, with respect to those parties that are investment funds or trusts, to their portfolio or asset managers or their affiliates) in wholly unrelated matters.

² These parties or their affiliates (or, with respect to those parties that are investment funds or trusts, their portfolio or asset managers or other funds or trusts managed by such managers) are significant equity holders of clients or former clients of A&M or its affiliates in wholly unrelated matters.