UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

WINDSTREAM HOLDINGS, INC., et al.,¹

Chapter 11

Case No. 19-22312 (RDD)

Debtors.

Jointly Administered

ELEVENTH MONTHLY FEE STATEMENT OF PERELLA WEINBERG PARTNERS LP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020

Pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 374] entered by the Court on April 22, 2019 (the "Interim Compensation Order"), Perella Weinberg Partners LP ("Perella Weinberg Partners"), investment banker for the Official Committee of Unsecured Creditors (the "Committee"), submits this monthly statement of services rendered and expenses incurred in this case for the period from February 1, 2020 through February 29, 2020 (the "Eleventh Statement Period").

I. <u>Itemization of Services Rendered by Perella Weinberg Partners:</u>

A. The following is a list of individuals and their respective titles that provided services during the Eleventh Statement Period. It includes information regarding the total number of hours spent by each individual providing services during the Eleventh Statement Period.

¹ Due to the large number of Debtors in these chapter 11 cases, which are being jointly administered, a complete list of the Debtors and the last four digits of their tax identification, registration, or like 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 Debtor Windstream Holding's principal place of business and the Debtors' service address in these chapter 11 cases is 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.



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SUMMARY

Name of Professional	Position	Total Hours
Bruce Mendelsohn	Partner	21.5
Anne Hamilton	Partner	6.5
Jonathan Lanken	Managing Director	6.5
Faiz Munshi	Director	37.5
Michael Ballew	Associate	62.0
Brandon Smith	Associate	5.5
Sean Eghlimi	Analyst	75.5
Total	215.0	

B. The time records of Perella Weinberg Partners consisting of a daily breakdown of

the time spent by each person on each day are attached as **Exhibit A** to this Eleventh Statement.

II. <u>Itemization of Services Rendered and Expenses Incurred By Category</u>

The following itemization presents the services rendered by Perella Weinberg Partners by

Task Categories, and provides a summary of expenses incurred by category of expense.

1. <u>Services Rendered</u>

The following services were rendered in the following Task Categories:

Task Category	Total Hours
General Committee Administration	53.0
Debtor / Other Creditor Contacts	2.0
PWP Retention	5.0
Travel	0.0
Due Diligence	54.0
Business Plan and Strategy	11.5
POR Negotiations	34.5
Expert Testimony	0.0
Valuation Analysis	55.5
Financing Process	0.0
Sale Process	0.0
Total	215.0

A detailed itemization of the services rendered in each of the above Task Categories is set

forth in **Exhibit A**.

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2. Expenses Incurred

The expenses incurred by Perella Weinberg Partners for this Eleventh Statement are as

follows:

Expense Category	Total Expenses (\$)
Telephone/Internet	29.95
Transportation – Ground	0.00
Meals	0.00
Airfare, Hotel & Booking Fees	0.00
Total	29.95

3. Accordingly, the amount of compensation and expenses <u>payable for this</u> <u>Eleventh Statement Period</u> is **\$ 180,029.95**, which is calculated as follows:

Monthly Fee for the Eleventh Statement Period (\$225,000/month)	\$225,00.00
Twenty Percent (20%) Holdback	-45,000.00
Fees Minus Holdback	\$180,000.00
Expenses (100%)	+ 29.95
TOTAL	\$180,029.95

A copy of Perella Weinberg Partners' invoice is attached as **Exhibit B**.

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WHEREFORE, pursuant to the Interim Compensation Order, Perella Weinberg Partners requests payment of compensation in the amount of (i) \$180,000.00 on account of the Monthly Fee and (ii) \$29.95 for reimbursement of actual and necessary costs and expenses incurred on behalf of the Committee by Perella Weinberg Partners.

Dated: March 20, 2020

Respectfully submitted,

By: /s/ Bruce Mendelsohn Bruce Mendelsohn Perella Weinberg Partners LP 767 Fifth Avenue New York, NY 10153 (212) 287-3177 (646) 304-8157 (fax) bmendelsohn@pwpartners.com

> Investment Banker for the Official Committee of Unsecured Creditors

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Exhibit A

Detailed Summary of Hours by Person

Windstream

Hours Summary

March 19, 2020

	Hours									
		Restructuring				тмт				
Category	Bruce Mendelsohn (Partner)	Faiz Munshi (Director)	Michael Ballew (Associate)	Sean Eghlimi (Analyst)	RX Sub-Total	Anne Hamilton (Partner)	Jonathan Lanken (Managing Director)	Brandon Smith (Associate)	TMT Sub- Total	Grand Total
General Committee Administration	11.0	11.0	11.0	11.0	44.0	3.0	3.0	3.0	9.0	53.0
Debtor / Other Creditor Contacts	0.5	0.5	0.5	0.5	2.0	-		-	-	2.0
PWP Retention	0.5	0.5	0.5	2.0	3.5	0.5	قرا	0.5	1.5	5.0
Travel	-	-	-	-	-	-	-1-	-	-	-
Due Diligence	2.5	4.5	23.5	23.5	54.0	-	-N	-	-	54.0
Business Plan and Strategy	1.0	2.5	2.5	2.5	8.5	1.0	1 <u>₩</u>	1.0	3.0	11.5
POR Negotiations	-	12.5	12.5	9.5	34.5	-	-12	-	-	34.5
Expert Testimony	-	-	-	-	-	-		-	-	-
Valuation Analysis	6.0	6.0	11.5	26.5	50.0	2.0		1.0	5.0	55.0
Financing Process	-	-	-	-	-	-		-	-	-
Sale Process	-	-	-	-	-	-	- —	-	-	-
Total Hours	21.5	37.5	62.0	75.5	196.5	6.5	<u>. </u>	5.5	18.5	215.0

pc 1599 Filed 03/20/20 Entered 03/20/20 15:25:28 Pg 6 of 15 Main Docur Windstream Bruce Mendelsohn (Partner)

Bruce Mendelsohn (Partner) - Case Hours Summary	
Categories	Hours
General Committee Administration	11.0
Debtor / Other Creditor Contacts	0.5
PWP Retention	0.5
Travel	0.0
Due Diligence	2.5
Business Plan and Strategy	1.0
POR Negotiations	0.0
Expert Testimony	0.0
Valuation Analysis	6.0
Financing Process	0.0
Sale Process	0.0
Total	21.5

Date	Day	Hours	Activity	Category #	Category
02/04/2	20 Tuesday	1.0	Professionals Call	1	General Committee Administration
02/05/2	20 Wednesday	1.0	Ctee Call	1	General Committee Administration
02/05/2	20 Wednesday	1.0	Lease Proposal Discussion - UCC Advisors	5	Due Diligence
02/05/2	20 Wednesday	0.5	Internal Settlemenet Proposal Analysis Discussion	5	Due Diligence
02/06/2	20 Thursday	0.5	Discussion with Creditors	2	Debtor / Other Creditor Contacts
02/06/2	20 Thursday	1.0	Claims Call	1	General Committee Administration
	20 Friday	1.0	Business Plan Call with Debtor FA and Debtor	6	Business Plan and Strategy
02/11/2	20 Tuesday	1.0	Professionals Call	1	General Committee Administration
	20 Wednesday	2.0	Omnibus Hearing	1	General Committee Administration
02/12/2	20 Wednesday	1.0	Ctee Call	1	General Committee Administration
02/12/2	20 Wednesday	1.0	Indicative Valuation Materials Review	9	Valuation Analysis
02/13/2	20 Thursday	1.0	Claims Call	1	General Committee Administration
02/18/2	20 Tuesday	1.0	Professionals Call	1	General Committee Administration
02/20/2	20 Thursday	1.0	Claims Call / Entity Waterfall Diligence Session	5	Due Diligence
	20 Monday	1.0	Waterfall and Valuation Internal Discussion	9	Valuation Analysis
02/25/2	20 Tuesday	2.0	Indicative Valuation Materials	9	Valuation Analysis
	20 Tuesday	1.0	Professionals Call	1	General Committee Administration
02/26/2	20 Wednesday	1.0	Ctee Call	1	General Committee Administration
02/26/2	20 Wednesday	2.0	Indicative Valuation Materials	9	Valuation Analysis
02/28/2	20 Friday	0.5	January Fee App Review	3	PWP Retention

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Windstream Faiz Munshi (Director)

Faiz Munshi (Director) - Case Hour	's Summary
Categories	Hours
General Committee Administration	11.0
Debtor / Other Creditor Contacts	0.5
PWP Retention	0.5
Travel	0.0
Due Diligence	4.5
Business Plan and Strategy	2.5
POR Negotiations	12.5
Expert Testimony	0.0
Valuation Analysis	6.0
Financing Process	0.0
Sale Process	0.0
Total	37.5

Case Hours Detail					
Date Day	Hours	Activity		Category #	Category
02/03/20 Monday	5.0	Mediation		7	POR Negotiations
02/04/20 Tuesday	2.0	Side by Side Proposal Comparison		7	POR Negotiations
02/04/20 Tuesday	1.0	Professionals Call		1	General Committee Administration
02/05/20 Wednesday		Ctee Call		1	General Committee Administration
02/05/20 Wednesday		Lease Proposal Discussion - UCC Advisors		5	Due Diligence
02/05/20 Wednesday		Internal Settlemenet Proposal Analysis Discussion		5	Due Diligence
02/06/20 Thursday	0.5	Discussion with Creditors		2	Debtor / Other Creditor Contacts
02/06/20 Thursday	1.0	Claims Call		1	General Committee Administration
02/06/20 Thursday	1.5	Modified Business Plan Review		6	Business Plan and Strategy
02/06/20 Thursday	0.5	Diligence Call with Debtor FA		5	Due Diligence
02/07/20 Friday	1.0	Business Plan Call with Debtor FA and Debtor		6	Business Plan and Strategy
02/10/20 Monday	0.5	WIN Analysis Internal Discussion		5	Due Diligence
02/11/20 Tuesday	1.0	Professionals Call		1	General Committee Administration
02/12/20 Wednesday		Omnibus Hearing		1	General Committee Administration
02/12/20 Wednesday	1.0	Ctee Call		1	General Committee Administration
02/12/20 Wednesday		Indicative Valuation Materials Review		9	Valuation Analysis
02/13/20 Thursday	1.0	Claims Call		1	General Committee Administration
02/13/20 Thursday	4.0	Plan Term Sheet Analysis		7	POR Negotiations
02/14/20 Friday	0.5	Dilgence Call with Debtor FA		5	Due Diligence
02/14/20 Friday	1.5	Ilustrative Waterfall Analysis		7	POR Negotiations
02/18/20 Tuesday	1.0	Professionals Call		1	General Committee Administration
02/20/20 Thursday	1.0	Claims Call / Entity Waterfall Diligence Session		5	Due Diligence
02/24/20 Monday	1.0	Waterfall and Valuation Internal Discussion		9	Valuation Analysis
02/25/20 Tuesday	2.0	Indicative Valuation Materials		9	Valuation Analysis
02/25/20 Tuesday	1.0	Professionals Call		1	General Committee Administration
02/26/20 Wednesday		Ctee Call		1	General Committee Administration
02/26/20 Wednesday	2.0	Indicative Valuation Materials		9	Valuation Analysis
02/27/20 Thursday	0.5	WIN Analysis Internal Discussion		5	Due Diligence
02/28/20 Friday	0.5	January Fee App Review		3	PWP Retention

Windstream Michael Ballew (Associate)

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Michael Ballew (Associate) - Case Hours Summary		
Categories	Hours	
General Committee Administration	11.0	
Debtor / Other Creditor Contacts	0.5	
PWP Retention	0.5	
Travel	0.0	
Due Diligence	23.5	
Business Plan and Strategy	2.5	
POR Negotiations	12.5	
Expert Testimony	0.0	
Valuation Analysis	11.5	
Financing Process	0.0	
Sale Process	0.0	
Total	62.0	

		Case Hou	s Detail	
Date Day	Hours	Activity	Category #	Category
02/03/20 Monday	5.0	Mediation	7	POR Negotiations
02/04/20 Tuesday	6.5	Uniti Debt Document Analysis & Situation Overview	5	Due Diligence
02/04/20 Tuesday	2.0	Side by Side Proposal Comparison	7	POR Negotiations
02/04/20 Tuesday	1.0	Professionals Call	1	General Committee Administration
02/05/20 Wednesday	1.0	Ctee Call	1	General Committee Administration
02/05/20 Wednesday	1.0	Lease Proposal Discussion - UCC Advisors	5	Due Diligence
02/05/20 Wednesday	0.5	Internal Settlemenet Proposal Analysis Discussion	5	Due Diligence
02/06/20 Thursday	0.5	Discussion with Creditors	2	Debtor / Other Creditor Contacts
02/06/20 Thursday	1.0	Claims Call	1	General Committee Administration
02/06/20 Thursday	4.0	Debt Capacity and Credit Analysis	5	Due Diligence
02/06/20 Thursday	1.5	Modified Business Plan Review	6	Business Plan and Strategy
02/06/20 Thursday	0.5	Diligence Call with Debtor FA	5	Due Diligence
02/07/20 Friday	1.0	Business Plan Call with Debtor FA and Debtor	6	Business Plan and Strategy
02/10/20 Monday	0.5	WIN Analysis Internal Discussion	5	Due Diligence
02/10/20 Monday	6.0	Debt Capacity and Credit Analysis	5	Due Diligence
02/11/20 Tuesday	1.0	Professionals Call	1	General Committee Administration
02/11/20 Tuesday	2.5	Debt Capacity and Credit Analysis	5	Due Diligence
02/11/20 Tuesday	4.5	Indicative Valuation Materials	9	Valuation Analysis
02/12/20 Wednesday	2.0	Omnibus Hearing	1	General Committee Administration
02/12/20 Wednesday	1.0	Ctee Call	1	General Committee Administration
02/13/20 Thursday	1.0	Claims Call	1	General Committee Administration
02/13/20 Thursday	2.0	Indicative Valuation Materials	9	Valuation Analysis
02/13/20 Thursday	4.0	Plan Term Sheet Analysis	7	POR Negotiations
02/14/20 Friday	0.5	Dilgence Call with Debtor FA	5	Due Diligence
02/14/20 Friday	1.5	Illustrative Waterfall Analysis	7	POR Negotiations
02/18/20 Tuesday	1.0	Professionals Call	1	General Committee Administration
02/20/20 Thursday	1.0	Claims Call / Entity Waterfall Diligence Session	5	Due Diligence
02/24/20 Monday	1.0	Waterfall and Valuation Internal Discussion	9	Valuation Analysis
02/25/20 Tuesday	2.0	Indicative Valuation Materials	9	Valuation Analysis
02/25/20 Tuesday	1.0	Professionals Call	1	General Committee Administration
02/26/20 Wednesday	1.0	Ctee Call	1	General Committee Administration
02/26/20 Wednesday	2.0	Indicative Valuation Materials	9	Valuation Analysis
02/27/20 Thursday	0.5	WIN Analysis Internal Discussion	5	Due Diligence
02/28/20 Friday	0.5	January Fee App Review	3	PWP Retention

Windstream Sean Eghlimi (Analyst)

Sean Eghlimi (Analyst) - Case Hours Summary		
Categories	Hours	
General Committee Administration	11.0	
Debtor / Other Creditor Contacts	0.5	
PWP Retention	2.0	
Travel	0.0	
Due Diligence	23.5	
Business Plan and Strategy	2.5	
POR Negotiations	9.5	
Expert Testimony	0.0	
Valuation Analysis	26.5	
Financing Process	0.0	
Sale Process	0.0	
Total	75.5	

			Case I	lours Detail	
Date Da	ay	Hours	Activity	Category #	Category
02/03/20 M	londay	2.0	Settlement Proposal Analysis	7	POR Negotiations
02/03/20 M	londay	8.0	WIN Model Analysis - Updated Business Plan	9	Valuation Analysis
02/04/20 Tu	uesday	6.5	Uniti Debt Document Analysis & Situation Overview	5	Due Diligence
02/04/20 Tu	uesday	2.0	Side by Side Proposal Comparison	7	POR Negotiations
02/04/20 Tu	uesday	1.0	Professionals Call	1	General Committee Administration
02/04/20 Tu	uesday	0.5	Trading Update	5	Due Diligence
02/05/20 W	/ednesday	1.0	Ctee Call	1	General Committee Administration
02/05/20 W	/ednesday	1.0	Lease Proposal Discussion - UCC Advisors	5	Due Diligence
02/05/20 W	/ednesday	0.5	Internal Settlemenet Proposal Analysis Discussion	5	Due Diligence
02/05/20 W	/ednesday	4.0	WIN Model Analysis - Updated Business Plan	9	Valuation Analysis
02/05/20 W	/ednesday	2.5	Overview of Uniti Transaction	5	Due Diligence
02/06/20 Th		0.5	Discussion with Creditors	2	Debtor / Other Creditor Contacts
02/06/20 Th	hursday	1.0	Claims Call	1	General Committee Administration
02/06/20 Th		1.5	Modified Business Plan Review	6	Business Plan and Strategy
02/06/20 Th	hursday	0.5	Diligence Call with Debtor FA	5	Due Diligence
02/07/20 Fr	riday	1.0	Business Plan Call with Debtor FA and Debtor	6	Business Plan and Strategy
02/10/20 M	londay	0.5	WIN Analysis Internal Discussion	5	Due Diligence
02/10/20 M	londay	6.0	Debt Capacity and Credit Analysis	5	Due Diligence
02/11/20 Tu	uesday	1.0	Professionals Call	1	General Committee Administration
02/11/20 Tu	uesday	0.5	Trading Update	5	Due Diligence
02/11/20 Tu		3.0	WIN Model Analysis - Modified Business Plan	9	Valuation Analysis
02/11/20 Tu	uesday	2.5	Debt Capacity and Credit Analysis	5	Due Diligence
02/11/20 Tu		4.5	Indicative Valuation Materials	9	Valuation Analysis
02/12/20 W	/ednesday	2.0	Omnibus Hearing	1	General Committee Administration
02/12/20 W		1.0	Ctee Call	1	General Committee Administration
02/13/20 Th		1.0	Claims Call	1	General Committee Administration
02/13/20 Th		2.0	Indicative Valuation Materials	9	Valuation Analysis
02/13/20 Th		4.0	Plan Term Sheet Analysis	7	POR Negotiations
02/14/20 Fr		0.5	Dilgence Call with Debtor FA	5	Due Diligence
02/14/20 Fr		1.5	Illustrative Waterfall Analysis	7	POR Negotiations
02/18/20 Tu		1.0	Professionals Call	1	General Committee Administration
02/20/20 Th		1.0	Claims Call / Entity Waterfall Diligence Session	5	Due Diligence
02/24/20 M		1.0	Waterfall and Valuation Internal Discussion	9	Valuation Analysis
02/24/20 M		2.0	January Fee App Preparation	3	PWP Retention
02/25/20 Tu		0.5	Trading Update	5	Due Diligence
02/25/20 Tu		2.0	Indicative Valuation Materials	9	Valuation Analysis
02/25/20 Tu		1.0	Professionals Call	1	General Committee Administration
02/26/20 W		1.0	Ctee Call	1	General Committee Administration
02/26/20 W		2.0	Indicative Valuation Materials	9	Valuation Analysis
02/27/20 Th	hursday	0.5	WIN Analysis Internal Discussion	5	Due Diligence

Windstream Anne Hamilton (Partner)

Anne Hamilton (Partner) - Case Hours S	Summary
Categories	Hours
General Committee Administration	3.0
Debtor / Other Creditor Contacts	0.0
PWP Retention	0.5
Travel	0.0
Due Diligence	0.0
Business Plan and Strategy	1.0
POR Negotiations	0.0
Expert Testimony	0.0
Valuation Analysis	2.0
Financing Process	0.0
Sale Process	0.0
Total	6.5

	Case Hours Detail					
Date	Day	Hours	Activity		Category #	Category
02/05/2	20 Wednesday	1.0	Ctee Call		1	General Committee Administration
02/07/2	20 Friday	1.0	Business Plan Call with Debtor FA and Debtor		6	Business Plan and Strategy
02/12/2	20 Wednesday	1.0	Ctee Call		1	General Committee Administration
02/12/2	20 Wednesday	1.0	Indicative Valuation Materials Review		9	Valuation Analysis
02/24/2	20 Monday	1.0	Waterfall and Valuation Internal Discussion		9	Valuation Analysis
02/26/2	20 Wednesday	1.0	Ctee Call		1	General Committee Administration
02/28/2	20 Friday	0.5	January Fee App Review		3	PWP Retention

Windstream Jonathan Lanken (Managing Director)

Jonathan Lanken (Managing Director) - Case	e Hours Summary
Categories	Hours
General Committee Administration	3.0
Debtor / Other Creditor Contacts	0.0
PWP Retention	0.5
Travel	0.0
Due Diligence	0.0
Business Plan and Strategy	1.0
POR Negotiations	0.0
Expert Testimony	0.0
Valuation Analysis	2.0
Financing Process	0.0
Sale Process	0.0
Total	6.5

	Case Hours Detail					
Date	Day	Hours	Activity		Category #	Category
02/05/2	20 Wednesday	1.0	Ctee Call		1	General Committee Administration
02/07/2	20 Friday	1.0	Business Plan Call with Debtor FA and Debtor		6	Business Plan and Strategy
02/12/2	20 Wednesday	1.0	Ctee Call		1	General Committee Administration
02/12/2	20 Wednesday	1.0	Indicative Valuation Materials Review		9	Valuation Analysis
02/24/2	20 Monday	1.0	Waterfall and Valuation Internal Discussion		9	Valuation Analysis
02/26/2	20 Wednesday	1.0	Ctee Call		1	General Committee Administration
02/28/2	20 Friday	0.5	January Fee App Review		3	PWP Retention

Windstream Brandon Smith (Associate)

Brandon Smith (Associate) - Case Hours Summary	
Categories	Hours
General Committee Administration	3.0
Debtor / Other Creditor Contacts	0.0
PWP Retention	0.5
Travel	0.0
Due Diligence	0.0
Business Plan and Strategy	1.0
POR Negotiations	0.0
Expert Testimony	0.0
Valuation Analysis	1.0
Financing Process	0.0
Sale Process	0.0
Total	5.5

		Case Hours Detail		
Hour	s Activity		Category #	Category
sday 1.0	Ctee Call		1	General Committee Administration
1.0	Business Plan Call with Debtor FA and Debtor		6	Business Plan and Strategy
sday 1.0	Ctee Call		1	General Committee Administration
y 1.0	Waterfall and Valuation Internal Discussion		9	Valuation Analysis
sday 1.0	Ctee Call		1	General Committee Administration
0.5	January Fee App Review		3	PWP Retention
	sday 1.0 1.0 sday 1.0 y 1.0 sday 1.0	1.0 Business Plan Call with Debtor FA and Debtor sday 1.0 Ctee Call y 1.0 Waterfall and Valuation Internal Discussion sday 1.0 Ctee Call	Hours Activity sday 1.0 Ctee Call 1.0 Business Plan Call with Debtor FA and Debtor sday 1.0 Ctee Call y 1.0 Waterfall and Valuation Internal Discussion sday 1.0 Ctee Call	Hours Activity Category # sday 1.0 Ctee Call 1 1.0 Business Plan Call with Debtor FA and Debtor 6 sday 1.0 Ctee Call 1 y 1.0 Waterfall and Valuation Internal Discussion 9 sday 1.0 Ctee Call 1

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<u>Exhibit B</u>

Copy of Invoice



Perella Weinberg Partners LP 767 Fifth Avenue 10th Floor New York, NY 10153 United States of America

Invoice Date: March 19, 2020 Invoice Number: CUS_INV-000206 Project: WIN Tax ID:

INVOICE

Windstream Holdings, Inc. c/o Morrison & Foerster LLP 250 West 55th Street New York, NY 10019 United States of America

Currency: USD

DESCRIPTION	AMOUNT
Monthly Retainer – February 2020	<u>\$ 225,000.00</u>
Total Fees	\$ 225,000.00
Less: 20% Holdback	<u>(45,000.00)</u>
Fees, Net of Holdback	\$ 180,000.00
Expenses	<u>29.95</u>
Invoice Total	\$ 180,029.95

Payment Terms: Due Upon Receipt

Please Remit Payment to:

