

**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)
)

**FOURTH SUPPLEMENTAL DECLARATION OF STEPHEN E. HESSLER IN
SUPPORT OF THE DEBTORS' APPLICATION 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**

I, Stephen E. Hessler, being duly sworn, state the following under penalty of perjury:

1. I am the president of Stephen E. Hessler, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland").² I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Bankruptcy Court for 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

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' 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.



11 of the United States Code (the “Bankruptcy Code”). On March 29, 2019, the Debtors filed an application to employ and retain Kirkland as counsel for the Debtors [Docket No. 195] (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 Local Bankruptcy Rules for the Southern District of New York.

3. Attached to the Application as Exhibit B is my declaration in support of the Application (the “Original Declaration”) attesting to, among other things, the disinterestedness of Kirkland. On April 22, 2019, the Court entered 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* [Docket No. 368] (the “Retention Order”).

4. On June 21, 2019, the Debtors filed the *First Supplemental Declaration of Stephen E. Hessler in Support of the Debtors’ Application 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* [Docket No. 708] (the “First Supplemental Declaration”). On October 25, 2019, the Debtors filed the *Second Supplemental Declaration of Stephen E. Hessler in Support of the Debtors’ Application 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* [Docket No. 1169] (the “Second Supplemental Declaration”). On December 17, 2019, the Debtors filed the *Third Supplemental Declaration of Stephen E. Hessler in Support of the Debtors’ Application 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 [Docket No. 1350] (the “Third Supplemental Declaration” and, together with the Original Declaration, First Supplemental Declaration, Second Supplemental Declaration, and Third Supplemental Declaration the “Previous Declarations”).

5. In connection with the Application and the Retention Order, I submit this fourth supplemental declaration (the “Fourth Supplemental Declaration”) to update and supplement the disclosures in the Previous Declaration in accordance with Bankruptcy Rule 2014(a) and as required under the Retention Order. A further supplemental declaration may be submitted to the Court to the extent that any information disclosed herein requires amendment or modification upon Kirkland’s further analysis.

Additional Disclosures

6. The Application stated that Kirkland would review its files periodically during these chapter 11 cases and use reasonable efforts to ensure that no conflicts or other disqualifying circumstances exist or arise. Since the Previous Declarations, Kirkland has performed updated conflicts searches of parties in interest in these chapter 11 cases through February 23, 2020. Kirkland has searched its electronic database of representations for connections to the parties in interest listed on **Schedule 1**, attached hereto.

7. The following is a list of the additional categories that Kirkland has searched:³

<u>Schedule</u>	<u>Category</u>
1	Notice of Appearance Parties

8. I have included the results of Kirkland’s conflicts searches of the above-listed parties and previously searched parties on **Schedule 2** and **Schedule 3**, respectively. **Schedule 2** discloses

³ Kirkland’s inclusion of parties in the following schedules is solely to illustrate Kirkland’s conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

connections to parties in interest not searched previously, and **Schedule 3** discloses new connections to parties in interest searched as part of the Previous Declarations.⁴ Kirkland will update its disclosures as necessary and when Kirkland becomes aware of material information.

9. For the avoidance of doubt, Kirkland has not represented nor will Kirkland represent any of the parties in interest set forth on **Schedule 2** and **Schedule 3** or any of their affiliates in these chapter 11 cases. Moreover, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on these schedules that are current clients of Kirkland unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. If a waiver does not exist or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the conflicts counsel that has been retained in these chapter 11 cases will represent the Debtors in that particular matter.⁵

10. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connections to parties in interest in these chapter 11 cases, except as disclosed or otherwise described herein and in the Previous Declarations. I do not believe

⁴ As referenced in **Schedule 2** and **Schedule 3**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to which time was posted in the 12 months preceding the date hereof. As referenced in **Schedule 2**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to which time was posted between 12 and 36 months preceding the date hereof. As referenced in **Schedule 2** and **Schedule 3**, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to which time was posted in the 36 months preceding the date hereof but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months but does not disclose connections if time was billed more than 36 months before the Petition Date.

⁵ The Debtors retained Katten Muchin Rosenman LLP as conflicts counsel pursuant to 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].

that the disclosed connections preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

Specific Disclosures

11. Elizabeth Williams, a current Kirkland associate, was a law clerk for the Honorable Martin Glenn of the United States Bankruptcy Court for the Southern District of New York from August 2018 until September 2019. Ms. Williams started her employment at Kirkland on September 23, 2019, after her clerkship ended. Her current role at Kirkland has no connection with the Debtors' chapter 11 cases. I do not believe Ms. Williams' work for the court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

12. Evelyn Blacklock, a current Kirkland associate, was a law clerk for the Honorable Richard J. Sullivan of the United States District Court for the Southern District of New York from September 2016 until September 2017. Ms. Blacklock started her employment at Kirkland on December 16, 2019. Her current role at Kirkland has no connection with the Debtors' chapter 11 cases. I do not believe Ms. Blacklock's work for the court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

13. Zharna Shah, a current Kirkland associate, was a law clerk for the Honorable Laura Taylor Swain of the United States District Court for the Southern District of New York from September 2017 until September 2019. Ms. Shah was rehired on November 11, 2019, and was not a Kirkland employee during her clerkship. Her current role at Kirkland has no connection with the Debtors' chapter 11 cases. I do not believe Ms. Shah's work for the court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

Affirmative Statement of Disinterestedness

14. Based on the conflicts search conducted to date and described in the Previous Declarations and herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland 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) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Previous Declarations and herein.

15. Kirkland will continue to review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will file a supplemental declaration to the extent required under Bankruptcy Rule 2014(a) and the Retention Order.

[Remainder of page intentionally left blank]

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: March 23, 2020

Respectfully submitted,

/s/ Stephen E. Hessler

Stephen E. Hessler
as President of Stephen E. Hessler, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Schedule 1

The following lists contain the names of reviewed entities as described more fully in the *Fourth Supplemental Declaration of Stephen E. Hessler in Support of the Debtors' Application 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* (the "Fourth Supplemental Declaration").¹ Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Fourth Supplemental Declaration, matching the incomplete or ambiguous name.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Fourth Supplemental Declaration.

SCHEDULE 1

List of Schedule

<u>Schedule</u>	<u>Category</u>
1	Notice of Appearance Parties

SCHEDULE 1

Notice of Appearance Parties

Cullen & Dykman LLP
Dechert LLP
Dominion Energy South Carolina Inc.
Dykema Gossett PLLC
Ice Miller LLP
IREIT Wilson Marketplace LLC
Law Firm of Russell R. Johnson III plc
Malone, John
Moore & Van Allen PLLC
Nitel Inc.
NuArx Inc.
Pocahontas, County of (IA), Joint E911
Service Board
Shindler, Anderson, Goplerud & Weese PC

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Dominion Energy South Carolina Inc.	Dominion Energy Questar Corporation Dominion Energy Services, Inc.	Closed Current

SCHEDULE 3

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Allied Universal	Matthew Bashaw	Current
Ares XL CLO Ltd.	Ares Management Corp. and certain of its funds	Current
Ares XLII CLO Ltd.	Ares US Real Estate Opportunity Fund III, L.P.	Current
Ares XLIII CLO Ltd.	Ares US Real Estate Opportunity Parallel Fund III-A, L.P.	Current
Ares XXIX CLO Ltd.		
Ares XXVIII CLO Ltd.		
Ares XXXIII CLO Ltd.		
Ares XXXIIR CLO Ltd.		
Ares XXXIR CLO Ltd.		
Ares XXXVR CLO Ltd.		
Avery Point III CLO Ltd.	James Hildebrandt	Current
Avery Point IV CLO Ltd.		
Avery Point VI CLO Ltd.		
Avery Point VII CLO Ltd.		
Bain Capital Credit		
Bain Capital Credit CLO 2016-2 Ltd.		
Bain Capital Credit CLO 2017-1 Ltd.		
Bain Capital Credit CLO 2017-2 Ltd.		
Bain Capital Credit CLO 2018-1 Ltd.		
Bain Capital Credit CLO 2018-2 Ltd.		
Bain Capital Credit CLO 2018-3 Ltd.		
Bain Capital Credit LP - Aon Hewitt Group Trust - High Yield Plus Bond Fund		
Bain Capital Credit LP - AVAW Loans Sankaty ZH Inter Kapitalanlagegesellschaft mbH		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Bain Capital Credit LP - Balanced Alternative Investment SA SICAV-RAIF - Balanced Senior Secured Loan Fund II		
Bain Capital Credit LP - Catholic Health Initiatives Master Trust		
Bain Capital Credit LP - CHI Operating Investment Program LP		
Bain Capital Credit LP - Community Insurance Co.		
Bain Capital Credit LP - FirstEnergy System Master Retirement Trust		
Bain Capital Credit LP - Future Fund Board of Guardians		
Bain Capital Credit LP - Government Employees Superannuation Board		
Bain Capital Credit LP - Griffin Institutional Access Credit Fund		
Bain Capital Credit LP - Kaiser Foundation Hospitals		
Bain Capital Credit LP - Kaiser Permanente Group Trust		
Bain Capital Credit LP - Medical Research Future Fund		
Bain Capital Credit LP - Retail Employees Superannuation Trust		
Bain Capital Credit LP - San Francisco City & County Employees' Retirement System		
Bain Capital Credit LP - Sunsuper Pooled Superannuation Trust (Sankaty)		
Bain Capital Credit LP - The Royal Bank of Scotland Group Pension Fund		
Bain Capital Credit Managed Account (Blanco) LP		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Bain Capital Credit Managed Account (FSS) LP Bain Capital Credit Managed Account (PSERS) LP Bain Capital Credit Rio Grande FMC LP Bain Capital High Income Partnership LP Bain Capital Senior Loan Fund (SRI) LP Bain Capital Senior Loan Fund LP Bain Capital Senior Loan Fund plc BCSF Advisors LP - John Hancock Funds II - Floating Rate Income Fund Race Point IX CLO Ltd. Race Point VIII CLO Ltd. Race Point X CLO Ltd. Sankaty - Avery Point V CLO Ltd. Sankaty - Blue Cross of California Sankaty - Suzuka Inka		
Blackstone CSP LP Senior Fund Blackstone Custom Solutions Platform Ltd. Emerson Park CLO Ltd. GSO Capital Partners LP - Emerson Park CLO Ltd. GSO Capital Partners LP - Seneca Park CLO Ltd. Seneca Park CLO Ltd.	BCP VIII, L.P. Blackstone Real Estate Advisors Blackstone Real Estate Special Situations Advisors LLC Blackstone Strategic Capital Holdings L.P. Blackstone Strategic Partners Blackstone Tactical Opportunities Advisors L.L.C. Vikram Suresh	Current Current Current Current Current Current Current
Cablevision Lightpath Inc. Cequel Communications LLC	Altice USA, Inc.	Current
Carlyle C17 CLO Ltd. Carlyle Global Market Strategies CLO 2013-1 Ltd.	Carlyle Investment Management LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
<p>Carlyle Global Market Strategies CLO 2013-2 Ltd.</p> <p>Carlyle Global Market Strategies CLO 2013-3 Ltd.</p> <p>Carlyle Global Market Strategies CLO 2013-4 Ltd.</p> <p>Carlyle Global Market Strategies CLO 2014-1 Ltd.</p> <p>Carlyle Global Market Strategies CLO 2014-2-R Ltd.</p> <p>Carlyle Global Market Strategies CLO 2014-3-R Ltd.</p> <p>Carlyle Global Market Strategies CLO 2014-4-R Ltd.</p> <p>Carlyle Global Market Strategies CLO 2015-4 Ltd.</p> <p>Carlyle Global Market Strategies CLO 2015-5 Ltd.</p> <p>Carlyle Global Market Strategies CLO 2016-1 Ltd.</p> <p>Carlyle Global Market Strategies CLO 2016-3 Ltd.</p> <p>Carlyle Global Markets Strategies CLO 2014-5 Ltd.</p> <p>Carlyle US CLO 2016-4 Ltd.</p> <p>TCW Asset - Figueroa CLO 2013-2 Ltd.</p> <p>TCW Asset - Iowa Public Employees' Retirement System</p> <p>TCW CLO 2017-1 Ltd.</p> <p>TCW CLO 2018-1 Ltd.</p> <p>TCW Investment - Figueroa CLO 2014-1 Ltd.</p>		
CarVal Investors LLC	CarVal Investors GB LLP	Closed
Charles Schwab Investment Management Inc.	Charles Schwab & Co., Inc.	Closed
CTC myCFO LLC	Bank of Montreal BMO Capital Markets Corp.	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	BMO Harris Bank, N.A.	Current
	BMO Nesbitt Burns Inc.	Current
Delaware Investments	Macquarie Investments US Inc.	Current
	Macquarie Real Estate Investments Holdings (North America), Inc.	Current
Fortress Investment Group	Andrew Kofman	Current
Sprint Communications Co. LP	SLA Advisers Corp.	Current
Sprint Corp.		
Future Telecom	Future Infrastructure Holdings, LLC	Closed
	Future Telecom Purchaser, LLC	Current
	Future Telecom, LLC	Current
	Tower Arch Capital	Current
Goldman Sachs - ABS Loans 2007 Ltd.	Goldman Sachs Asset Management International Ltd.	Current
Goldman Sachs & Co. Inc.	Goldman Sachs Group, Merchant Banking Division	Current
Goldman Sachs Lending Partners LLC	The Goldman Sachs Group, Inc.	Current
Goldman Sachs Lux Investment Funds - High Yield Floating Rate Port	West Street Infrastructure Partners	Closed
Goldman Sachs Multi-Manager		
Goldman Sachs Trust - Goldman Sachs High Yield Floating Rate Fund		
Medical Research Future Fund		
Impact Telecom Inc.	York Capital Management Global Advisors, LLC	Closed
York Global Finance BDH LLC		
Ingram Micro Inc.	HNA Group (Hong Kong) Investment Co., Limited	Current
	HNA Group (International) Company Ltd.	Current
Joele Frank Wilkinson Brimmer Katcher	Meaghan A. Repko	Current
KPMG LLP	KPMG LLP (Singapore)	Current
Metaswitch Networks	Francisco Partners Fund II (Cayman), L.P.	Current
	Francisco Partners Fund II, L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Francisco Partners GP Splitter, LLC	Current
	Francisco Partners III (Cayman), L.P.	Current
	Francisco Partners III (Domestic AIV) Feeder, LLC	Current
	Francisco Partners III (Domestic AIV), L.P.	Current
	Francisco Partners III, L.P.	Current
	Francisco Partners Parallel Fund II, L.P.	Current
	Francisco Partners Parallel Fund III (Cayman), L.P.	Current
	Francisco Partners Parallel Fund III, L.P.	Current
MSD Capital LP	MSD Capital L.P.	Current
Napier Park Global Capital LP	Daniel Kittredge	Current
	Edwin H. May	Current
Optiv Security Inc.	KKR Credit Advisors (UK) LLP	Current
Paul Weiss Rifkind Wharton & Garrison LLP	John C. Godfrey	Current
Pension Benefit Guaranty Corp. United States, Government of the, Federal Communications Commission	Guam Election Commission	Current
	Robert J. Quigley	Current
	Territory of Guam	Current
Siemens Financial Services Inc.	Siemens Capital Company LLC	Current
	Siemens Convergence Creators Corporation	Current
	Siemens Credit Warehouse, Inc.	Current
	Siemens Demag Delaval Turbomachinery, Inc.	Current
	Siemens Electrical, LLC	Current
	Siemens Energy, Inc.	Current
	Siemens Financial Services, Inc.	Current
	Siemens Financial, Inc.	Current
	Siemens First Capital Commercial Finance, LLC	Current
	Siemens Fossil Services, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Siemens Generation Services Company	Current
	Siemens Government Technologies, Inc.	Current
	Siemens Healthcare Diagnostics, Inc.	Current
	Siemens Industry, Inc.	Current
	Siemens Medical Solutions USA, Inc.	Current
	Siemens Molecular Imaging, Inc.	Current
	Siemens Postal, Parcel & Airport Logistics LLC	Current
	Siemens Power Generation Service Company, Ltd.	Current
	Siemens Public, Inc.	Current
	Siemens USA Holdings, Inc.	Current
	Siemens Wind Power, Inc.	Current
Suntrust Bank Suntrust Equipment Finance & Leasing Corp.	BB&T Corp.	Current
	Truist Financial Corporation	Current
Telcordia Technologies Inc.	iconectiv, LLC	Current
TIBCO Software Inc.	Nicholas J. Prickel	Current
	Vista Credit Partners	Current
	Vista Equity Partners Fund IV LP	Current
Warner Music Group Inc.	Liam Ratcliffe	Current
WhiteHorse Capital Partners Whitehorse X Ltd.	H.I.G. Middle Market LLC	Current