

Terence P. Ross
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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., <i>et al.</i> , ¹	)	Case No. 19-22312 (RDD)
)	
Debtors.	)	(Jointly Administered)
)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> ,)	
)	
Plaintiffs,	)	Adv. Pro. No. 19-08246
)	
v.)	
)	
CHARTER COMMUNICATIONS, INC. and)	
CHARTER COMMUNICATIONS OPERATING, LLC,)	
)	
Defendants.)	

**PLAINTIFFS' REQUEST FOR JUDICIAL NOTICE OF FEE APPLICATIONS TO
SUPPLEMENT SANCTIONS REQUEST AGAINST DEFENDANTS**

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' 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.



1. Windstream Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, “Windstream” or “Debtors”), and as plaintiffs in the above-captioned adversary proceeding, respectfully request that, pursuant to Rule 201 of the Federal Rules of Evidence, the Court take judicial notice of the (a) *Sixteenth Monthly Fee Statement of Katten Muchin Rosenman LLP for Compensation for Services Rendered and Reimbursement of Expenses as Conflicts Counsel to the Debtors for the Period From June 1, 2020 Through June 26, 2020* (the “Katten June Monthly Fee Statement”) [Dkt. No. 2324], a true and correct copy of which is attached as **Exhibit A**,² and (b) *Fourteenth Monthly Fee Statement of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period May 1, 2020 through May 31, 2020* (the “Morrison & Foerster May Monthly Fee Statement”) [Dkt. No. 2329], a true and correct copy of which is attached as **Exhibit B**.

2. The Katten June Monthly Fee Statement includes attorneys’ fees and costs incurred by Windstream in connection with this adversary proceeding during the period from June 1 through June 26, 2020, in the aggregate amount of \$328,701.36. *See* June Monthly Fee Statement, Ex. A. Such fees and costs were incurred in connection with conducting extensive factual and legal analysis in preparing the *Debtors’ Post-Trial Memorandum* [Adv. Dkt. No. 317] (“Windstream’s Post-Trial Brief”), analyzing the *Defendants’ Post-Trial Brief on Counts VI and*

² Pursuant to the *Debtors’ First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 1812] (the “Plan”), Professionals (as defined in the Plan) are not required to seek Court approval of fees and expenses incurred after the Confirmation Date – *i.e.*, June 26, 2020. As such, the June Monthly Fee Statement did not seek Court approval of fees and expenses incurred by Katten Muchin Rosenman LLP (“Katten”) in this adversary during the period of June 27, 2020 through June 30, 2020. The aggregate amount of such fees and expenses is \$17,280. Windstream reserves the right to request judicial notice of all invoices for services rendered by Katten on or after June 27, 2020 in this adversary proceeding.

VII [Adv. Dkt. No. 319] (“Charter’s Post-Trial Brief”), and submitting Windstream’s request to file a reply brief in response to Charter’s Post-Trial Brief.

3. The Morrison & Foerster May Monthly Fee Statement includes attorneys’ fees and costs incurred by Windstream in connection with this adversary proceeding during the period from May 1 through May 31, 2020, in the aggregate amount of \$16,720.50. *See* Morrison & Foerster May Monthly Fee Statement. Such fees and costs were incurred in connection with preparing for and attending the bench trial in the adversary proceeding, which concluded on May 6, 2020.

4. In Windstream’s Post-Trial Brief, Windstream specifically stated that it intended to supplement its sanctions request to include legal fees and costs that would be sought in subsequent fee applications filed with the Court and would request that such fees and costs be added to the sanctions request. *See id.* at p.3, n. 6; p. 45. Moreover, at the trial in this adversary proceeding, the Court indicated it could take judicial notices of fee applications filed on the docket. *See* April 27, 2020 Trial Trans., 43:5-7. Specifically, during a discussion regarding the admission of fee applications as trial exhibits, Your Honor stated: “I could take judicial notice of that. And you’ve had them. I mean, they’re on the docket.” *Id.*

5. For the foregoing reasons, Windstream respectfully requests that the Court take judicial notice of the Katten June Monthly Fee Statement and the Morrison & Foerster May Monthly Fee Statement, and add a total of \$345,421.86 (*i.e.*, \$328,701.36 plus \$16,720.50) to Windstream’s sanctions request against the Defendants in this adversary proceeding.

6. Windstream reserves the right to file additional requests for judicial notice of fee applications filed with the Court or invoices submitted by Katten or Morrison & Foerster to further supplement Windstream’s sanctions request against the Defendants.

Dated: August 3, 2020
New York, NY

/s/ Terence P. Ross

Terence P. Ross

Michael R. Justus (admitted *pro hac vice*)

Shaya Rochester

KATTEN MUCHIN ROSENMAN LLP

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*Conflicts Counsel to the Debtors and Debtors in
Possession*

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of August 2020, I caused a true and correct copy of *Plaintiffs' Request for Judicial Notice of Fee Application to Supplement Sanctions Request Against Defendants* to be filed electronically using the CM/ECF System, which will then send a notification of such filing (NEF) to all counsel of record in this lawsuit.

Dated: August 3, 2020

/s/ Terence P. Ross

Terence P. Ross

EXHIBIT A

KATTEN JUNE MONTHLY FEE STATEMENT

Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776

*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., <i>et al.</i> , ¹	)	Case No. 19-22312 (RDD)
)	
Debtors.	)	(Jointly Administered)

**SIXTEENTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM JUNE 1, 2020 THROUGH JUNE 26, 2020**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	June 1, 2020	June 26, 2020

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$341,590.40 (80% of \$426,988)
Total expenses requested in this statement:	\$7,686.99
Total fees and expenses requested in this statement:	\$349,277.39
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

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 This statement consists of fees and expenses from June 1, 2020, through June 26, 2020.

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From June 1, 2020 Through June 26, 2020* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$426,988 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$341,590.40, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$426,988); (iii) allowance and payment of \$7,686.99 in expenses for the actual, necessary expenses that Katten incurred in connection with rendering such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories that Katten has established in

³ The period from June 1, 2020, through and including June 26, 2020 is referred to herein as the “Fee Period”). Pursuant to the *Debtors’ First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 1812] (the “Plan”), Professionals (as defined in the Plan) are not required to seek Court approval of fees and expenses incurred after the Confirmation Date – i.e., June 26, 2020.

accordance with its internal billing procedures. As reflected in Exhibit A, Katten incurred \$426,988 in fees during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$341,590.40 in the aggregate).

2. Attached hereto as Exhibit B is a schedule of Katten attorneys and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each such attorney and paraprofessional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$917.66.⁴ The blended hourly billing rate of all paraprofessionals is \$326.41.⁵

3. Attached hereto as Exhibit C is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$7,686.99.

4. Attached hereto as Exhibit D are the time records of Katten, which provide a daily summary of the time spent by each Katten attorney and paraprofessional during the Fee Period as well as an itemization of expenses by project category.

Representations

5. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Fee Statement due to delays caused by accounting and processing during the Fee Period. Katten reserves the right to make further application to the United States Bankruptcy Court for the Southern District of New York

⁴ The blended hourly rate of \$917.66 for attorneys is derived by dividing the total fees for attorneys of \$417,718 by the total hours of 455.20 for those same attorneys.

⁵ The blended hourly billing rate of \$326.41 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$9,270 by the total hours of 28.40 for these same paraprofessionals.

for allowance of such fees and expenses not included herein. Subsequent Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

Notice

6. The Debtors will provide notice of this Fee Statement in accordance with the Interim Compensation Order. The Debtors submit that no other or further notice be given.

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests: (i) interim allowance of \$426,988 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$341,590.40, which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$426,988); and (iii) allowance and payment of \$7,686.99 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period.

Dated: July 20, 2020
New York, NY

By: /s/Steven J. Resiman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
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New York, NY 10022
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srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

In re Windstream Holdings, Inc., et al.
Bankruptcy Case No. 19-22312 (RDD) (Jointly Administered)

**Summary of Fees and Expenses by Project Category
for the Time Period of June 1, 2020 – June 26, 2020**

In re Windstream Holdings, Inc., et al.
Bankruptcy Case No. 19-22312 (RDD) (Jointly Administered)

**Summary of Fees and Expenses by Project Category
for the Time Period of June 1, 2020 – June 26, 2020**

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	19.70	\$ 10,502.50	\$ 0.00	\$ 10,502.50
7	Adversary Proceedings, Contested Matters	76.20	82,243.00	0.00	82,243.00
8	Charter Litigation	375.10	321,075.50	7,625.86	328,701.36
19	Hearings	12.60	13,167.00	0.00	13,167.00
32	Expenses	0.00	0.00	61.13	61.13
Totals		483.60	\$ 426,988.00	\$ 7,686.99	\$ 434,674.99

Exhibit B

In re Windstream Holdings, Inc., et al.
Bankruptcy Case No. 19-22312 (RDD) (Jointly Administered)

**Attorneys' and Paraprofessionals' Information
for the Time Period of June 1, 2020 – June 26, 2020**

In re Windstream Holdings, Inc., et al.
Bankruptcy Case No. 19-22312 (RDD) (Jointly Administered)

Attorneys' and Paraprofessionals' Information
for the Time Period of June 1, 2020 – June 26, 2020

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,325	17.40	\$ 23,055.00
Terence P. Ross	Partner	1983	Intellectual Property	1,045	137.60	143,792.00
Shaya Rochester	Partner	2003	Restructuring	1,045	136.30	142,433.50
Eric Seitz	Special Counsel	2009	Restructuring	945	3.30	3,118.50
Michael R. Justus	Partner	2008	Intellectual Property	855	18.70	15,988.50
Kristin Lockhart	Associate	2016	Intellectual Property	680	88.20	59,976.00
Grace Thompson	Associate	2019	Restructuring	565	42.10	23,786.50
Jillian Schurr	Associate	2019	Intellectual Property	480	11.60	5,568.00
Totals for Attorneys					455.20	\$ 417,718.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Daria DeLizio	Paralegal	1	Intellectual Property	\$ 400	17.40	\$ 6,960.00
Marie Siena	Paralegal	12	Restructuring	210	11.00	2,310.00
Totals for Paraprofessionals					28.40	\$ 9,270.00

Total Fees Requested for Attorneys and Paraprofessionals:

\$426,988.00

Exhibit C

In re Windstream Holdings, Inc., et al.
Bankruptcy Case No. 19-22312 (RDD) (Jointly Administered)

**Summary of Actual and Necessary Expenses
for the Time Period of June 1, 2020 – June 26, 2020**

In re Windstream Holdings, Inc., et al.
Bankruptcy Case No. 19-22312 (RDD) (Jointly Administered)

**Summary of Actual and Necessary Expenses
for the Time Period of June 1, 2020 – June 26, 2020**

Expenses by Categories¹	Amount
Court Costs, Court Reporter, Videographer	\$ 41.00
Legal Research	7,358.96
Telephone Conference Charges, Postage and Courier	287.03
Total	\$ 7,686.99

¹ Fees and expenses, including after hours meals, were charged in accordance with the *U.S. Dep't of Justice, U.S. Trustee Program, Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases*, 78 Fed. Reg. 116 (June 17, 2013) and *Amended Guidelines for Fees and Disbursements for Professions in Southern District of New York Bankruptcy Cases, S.D.N.Y. Bankr., General Order 447* (February 5, 2013).

Exhibit D

In re Windstream Holdings, Inc., et al.
Bankruptcy Case No. 19-22312 (RDD) (Jointly Administered)

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of June 1, 2020 – June 26, 2020**

Katten

Direct Billing Inquiries to:
Lisa Quintana
212-940-8573
lisa.quintana@katten.com

575 Madison Avenue
New York, NY 10022-2585

July 15, 2020

Windstream Holdings, Inc.
Attn: Kristi Moody, Esq.
Senior Vice President, General Counsel & Corporate Secretary
4001 Rodney Parham Road
Little Rock, AR 72212

Invoice No. 1301632282
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through June 26, 2020..... \$10,502.50

CURRENT INVOICE TOTAL: \$10,502.50

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632282
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Jun 20	Siena, Marie	Review and revise invoices for fee statement (.70); review and revise tables for fee statement (.40)	1.10
02 Jun 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (.90)	0.90
02 Jun 20	Thompson, Grace	Email L. Quintana regarding weekly budget and prepare budget report for A&M (.20)	0.20
02 Jun 20	Rochester, Shaya J.	Review May prebills for privileged and confidential information (.80)	0.80
03 Jun 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (1.90)	1.90
04 Jun 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (1.50); draft tables for fee statement (1.40)	2.80
04 Jun 20	Thompson, Grace	Draft shell for May monthly fee statement (.20); review compiled invoices and provide revise draft monthly fee statement (.50); correspond with S. Rochester regarding the same (.20)	0.90
04 Jun 20	Rochester, Shaya J.	Review May Monthly Fee Statement for compliance with Interim Comp Order and UST Guidelines (.30)	0.30
08 Jun 20	Siena, Marie	Finalize monthly fee statement for filing (.20); file monthly fee statement on the court's docket (.20); emails regarding same (.10)	0.50
08 Jun 20	Thompson, Grace	Finalize and supervise filing of May monthly fee statement (.20); draft email to S. Reisman regarding supplemental disclosure (.20)	0.40
08 Jun 20	Rochester, Shaya J.	Finalize May Monthly Fee Statement and file (.30)	0.30
09 Jun 20	Thompson, Grace	Review previous emails from Conflicts and compile disclosure list for supplemental declaration (1.20); incorporate emails from S. Rochester (.30); draft email to Conflicts regarding the same (.10); begin drafting supplemental declaration (.40)	2.00
09 Jun 20	Rochester, Shaya J.	Attend to issues regarding supplemental declaration (.50)	0.50
10 Jun 20	Thompson, Grace	Correspond with A. Lazar regarding Conflicts analysis for supplemental declaration (.20); review Conflicts spreadsheet regarding the same (.20); revise supplemental declaration and circulate to S. Rochester (.20)	0.60
10 Jun 20	Rochester, Shaya J.	Communications with G. Thompson regarding Supplemental Declaration (.10)	0.10
11 Jun 20	Thompson, Grace	Correspond with S. Rochester regarding supplemental declaration (.10)	0.10
11 Jun 20	Rochester, Shaya J.	Review and provide comments on Supplemental Declaration (.30)	0.30
12 Jun 20	Thompson, Grace	Review finalize conflicts spreadsheet of revised relationship hits for supplemental disclosure and incorporate into schedule 2 (.50)	0.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632282
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES
Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
15 Jun 20	Thompson, Grace	Review interim fee application and monthly fee invoices and draft detailed email to I. Cheban regarding interim fee invoice (1.00)	1.00
15 Jun 20	Rochester, Shaya J.	Review revised Supplemental Declaration and send comments to G. Thompson (.20); prepare for hearing on interim fee applications (.20)	0.40
16 Jun 20	Thompson, Grace	Call with A. Lazar regarding supplemental disclosure (.30); revise supplemental disclosure per A. Lazar comments and draft corresponding email to S. Rochester (.50); call with S. Rochester regarding supplemental disclosure (.20); correspond with A. Lazar and S. Rochester regarding supplemental disclosure definitions and revise per same (.40)	1.40
16 Jun 20	Rochester, Shaya J.	Review Supplemental Declaration and call with G. Thompson regarding same (.30)	0.30
18 Jun 20	Thompson, Grace	Revise draft supplemental disclosure per new disclosure and comments from S. Reisman and related correspondence (.50)	0.50
18 Jun 20	Reisman, Steven	Discussion with S. Rochester and email with S. Rochester regarding fee application approval and payment and allocation (.20)	0.20
24 Jun 20	Thompson, Grace	Add specific disclosure section to supplemental declaration (.20)	0.20
25 Jun 20	Thompson, Grace	Call with S. Rochester regarding supplemental disclosure (.20); revise supplemental disclosure (.20)	0.40
25 Jun 20	Rochester, Shaya J.	Call with G. Thompson regarding Supplemental Declaration (.20)	0.20
26 Jun 20	Thompson, Grace	Call with S. Rochester regarding supplemental declaration (.30); revise supplemental declaration and draft email to S. Reisman regarding revisions (.10)	0.40
26 Jun 20	Rochester, Shaya J.	Call with G. Thompson regarding Supplemental Declaration (.30); revise Supplemental Disclosure (.20)	0.50
TOTALS:			19.70

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	0.20	1,325.00	\$265.00
44845	Rochester, Shaya J.	3.70	1,045.00	\$3,866.50
41782	Siena, Marie	7.20	210.00	\$1,512.00
44616	Thompson, Grace	8.60	565.00	\$4,859.00
TOTAL:		19.70		\$10,502.50

Katten

Direct Billing Inquiries to:
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212-940-8573
lisa.quintana@katten.com

575 Madison Avenue
New York, NY 10022-2585

July 15, 2020

Windstream Holdings, Inc.
Attn: Kristi Moody, Esq.
Senior Vice President, General Counsel & Corporate Secretary
4001 Rodney Parham Road
Little Rock, AR 72212

Invoice No. 1301632283
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through June 26, 2020..... \$82,243.00

CURRENT INVOICE TOTAL: \$82,243.00

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632283
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
01 Jun 20	Rochester, Shaya J.	Attend to issues regarding Crown Castle and communications with S. Reisman regarding same (.40); Email with S. Reisman regarding Crown Castle (.30)	0.70
01 Jun 20	Seitz, Eric	Review Frontier docket and recently-filed pleadings (.50)	0.50
02 Jun 20	Reisman, Steven	Update regarding matters related to Crown Castle and next steps (.30); discussion with S. Rochester regarding same (.30)	0.60
02 Jun 20	Rochester, Shaya J.	Review Frontier's Schedules and SOFAs with respect to treatment of Windstream claims (.50); call with Kirkland regarding Crown Castle and attend to follow-up (1.30); reply to client questions regarding Reservation of Rights (.20); attend to issues regarding Crown Castle (.20)	2.20
03 Jun 20	Reisman, Steven	Participate in call with client regarding Crown Castle (.50); follow-up call with S. Rochester regarding same (.20)	0.70
03 Jun 20	Rochester, Shaya J.	Prepare for call with Windstream regarding Crown Castle (.50); attend call with Windstream regarding Crown Castle (.50); prepare summary of call with client regarding Crown Castle (.60); call with S. Reisman regarding Crown Castle (.20)	1.80
04 Jun 20	Rochester, Shaya J.	Prepare detailed response to Crown Castle counsel (1.00); attend to follow-up issues on Crown (.50); call with A&M regarding CenturyLink (.30); review CenturyLink cure objection (1.10); finalize response to Crown (.20); Review docket for recent filing on Frontier docket (.20); revise Frontier weekly update (.20); review Plan Supplement (.30)	3.80
04 Jun 20	Seitz, Eric	Prepare weekly summary for client regarding Frontier docket (.40)	0.40
04 Jun 20	Seitz, Eric	Review docket and recently-filed pleadings regarding Frontier (.70)	0.70
05 Jun 20	Reisman, Steven	Review Crown Castle communications re: settlement as well as review of detailed response to Crown Castle's counsels position (.80); review and note comments re: CenturyLink cure objection (.80); confer with S. Rochester re: general update on matters re: Windstream claims (.30)	1.90
05 Jun 20	Rochester, Shaya J.	Attend to issues regarding CenturyLink cure objection and communications with Kirkland regarding same (.30); reply to client inquires regarding Crown (.50); attend to issues regarding Crown (.30)	1.10
08 Jun 20	Reisman, Steven	Attend to matters regarding Frontier settlement agreement, emails regarding same and follow-up regarding including language in Windstream confirmation order as well as including language in Frontier's chapter 11 plan (1.20)	1.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632283
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
08 Jun 20	Rochester, Shaya J.	Attend to issues regarding settlement agreement with Frontier and correspondence with S. Reisman regarding same (.40)	0.40
10 Jun 20	Reisman, Steven	Update regarding matters related to Frontier settlement, email with B. Lennon regarding same and next steps in connection with including language in Windstream and Frontier plans (.40)	0.40
10 Jun 20	Rochester, Shaya J.	Prepare language for Confirmation Order and communications with S. Reisman regarding same (.80)	0.80
11 Jun 20	Rochester, Shaya J.	Review Plan Supplement and new filing (.40); attend to issues regarding Crown and Frontier and communications with S. Reisman regarding same (.80); follow up with Crown Castle (.20); email with E. Seitz regarding Frontier updates (.30); correspond with Crown counsel regarding call and related issues (.20)	1.90
12 Jun 20	Thompson, Grace	Attend and take notes on call with Crown Castle counsel, S. Rochester and S. Reisman (.50); revise and circulate call notes and related correspondence (.20)	0.70
12 Jun 20	Reisman, Steven	Work on matters related to Crown Castle and consideration of potential settlement options as well as review and comment on proposed correspondence to Crown Castle's attorney advisors in connection with settlement proposal and efforts to reach resolution (1.80)	1.80
12 Jun 20	Rochester, Shaya J.	Attend to issues regarding confirmation order (.40); call with S. Reisman regarding Crown and Frontier and confirmation issues (.30); call with S. Reisman regarding Crown and communications with client regarding same (.30); call with Crown Castle counsel regarding potential options (.50); follow-up call with S. Reisman (.20); draft letter to Crown Castle's counsel (1.80)	3.50
12 Jun 20	Seitz, Eric	Prepare client summary email (.80); review of docket regarding same (.30)	1.10
15 Jun 20	Thompson, Grace	Review Plan provisions regarding exit facility and draft email to S. Rochester on the same (.30); revise calendar entries for Frontier bankruptcy (.10); call with E. Seitz and S. Rochester regarding staffing on Frontier matter (.30); review and circulate critical vendors motion and order (.20)	0.90
15 Jun 20	Rochester, Shaya J.	Correspond with Kirkland and Wilkie regarding confirmation order with respect to settlement agreement (.50); revise letter to Crown Castle and send to client (.70); call with A&M and attend to follow-up (.50); communications with client and A&M regarding letter (.30); attend to issues regarding exit financing in response to questions from Crown (.20); call with G. Thompson and E. Seitz regarding open Frontier matters (.30); review pleadings, including motion to establish protocol and timeline for confirmation (.60)	3.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632283
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
15 Jun 20	Seitz, Eric	Attend conference call with co-counsel (.30); Call with S. Rochester and G. Thompson regarding Frontier matter (.30)	0.60
16 Jun 20	Reisman, Steven	Attend to matters regarding review of objections to Windstream plan and disclosure statement and follow-up regarding monitoring of confirmation process and objections for conflict matters on behalf of Windstream (.90)	0.90
16 Jun 20	Reisman, Steven	Attend to review of documentation regarding Windstream's agreements with Crown Castle and settlement proposals (1.20); discussions with S. Rochester regarding settlement proposal to and from Crown Castle and efforts to resolve issues prior to confirmation (.40); review proposed letter agreement with settlement proposal (.20); follow-up regarding efforts to reach settlement with Crown Castle (.30)	2.10
16 Jun 20	Rochester, Shaya J.	Communications with S. Reisman regarding Frontier and insert for confirmation order (.30); communications with client and S. Reisman regarding potential settlement with Crown (.20); review Plan Supplement and modifications to Schedule of Assumed Contracts (.20); review pleadings related to timing of Confirmation (.20); communications with Kirkland regarding post-confirmation work (.20); review CenturyLink plan objection (1.10); call with Kirkland regarding confirmation objection strategy (.30); communications with S. Reisman regarding Frontier (.20); communications with client and S. Reisman regarding Crown objection (.50)	3.20
17 Jun 20	Rochester, Shaya J.	Attend to issues regarding Crown objection (.30); call with client regarding Crown and attend to follow-up (.80); revise draft letter agreement based on call with client (.60); revise letter to Crown Castle and call with S. Reisman regarding same (1.10)	2.80
18 Jun 20	Thompson, Grace	Review Frontier bankruptcy docket and draft weekly update email for client (.30)	0.30
18 Jun 20	Reisman, Steven	Follow-up regarding matters related to claim objections in Windstream and issues with respect to objections to confirmation which Katten is addressing and efforts to reach settlement of requested cure amounts with Crown Castle (.50); call with S. Rochester regarding the same (.30)	0.80
18 Jun 20	Rochester, Shaya J.	Communications with S. Reisman regarding potential settlement with Crown (.20); review and begin markup of letter agreement proposed by Crown (.80); continue preparing markup of Crown letter agreement and communications with client regarding same (.90); attend to issues regarding letter agreement and prepare for call with client (.80); call with client to discuss Letter Agreement (.50); call with S. Reisman regarding	6.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632283
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
19 Jun 20	Rochester, Shaya J.	same (.30); further revise markup to reflect client comments to Letter Agreement (1.00); prepare for call with Crown Castle (.30); attend call with Crown attorney to discuss settlement and attend to follow-up with client and A&M (1.00); call with M. Goldfarb regarding letter agreement with Crown (.30) Call with A&M regarding Crown settlement (.30); follow up with Crown counsel regarding potential settlement (.20); review and provide comments on weekly update regarding Frontier docket (.20); review and analyze plan confirmation objection filed by Crown (.70); prepare proposed reservation of rights language for Crown (.70); call with Crown counsel regarding Letter Agreement (.40); prepare revisions to Letter Agreement based on call and communications with S. Reisman regarding same (.50); review docket for recently filed pleadings (.20); prepare insert for reply to respond to Crown Objection (2.10)	5.30
21 Jun 20	Rochester, Shaya J.	Attend to issues regarding settlement with Crown (.50); attend to issues regarding Confirmation Order insert for Crown and communications with Kirkland and S. Reisman regarding same (.60)	1.10
22 Jun 20	Reisman, Steven	Attend to matters regarding efforts to reconcile and resolve claims of Crown Castle in connection with objection to confirmation and review of proposed letter agreement, emails regarding same and follow-up in efforts to reach Crown Castle settlement (1.80); review of Crown Castle letter agreement proposal regarding settlement of claims in connection with assumption and follow-up with S. Rochester regarding revisions to same (1.40)	3.20
22 Jun 20	Rochester, Shaya J.	Follow up with Crown counsel regarding Letter Agreement (.20); call with A&M regarding Crown (.20); attend testing session for Confirmation Hearing and attend to related issue (.60); review voting results (.20); review A&M analysis of Crown claim and call with A&M regarding same (.50); review and provide comments on revised Letter Agreement and communications with S. Reisman, client, and Crown Castle counsel regarding same (1.80); call with S. Reisman regarding Letter Agreement and send markup to Crown Castle counsel (.50); review recently filed pleadings regarding Confirmation (.30); correspondence with T. Ross regarding Confirmation Brief (.30)	4.60
23 Jun 20	Reisman, Steven	Attend to matters regarding Crown Castle settlement and follow-up regarding efforts to resolve issues related to same (.80); emails with client and S. Rochester regarding proposed resolution of Crown Castle claim related to contracts and next steps (.40)	1.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632283
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
23 Jun 20	Rochester, Shaya J.	Review amended plan and related pleadings (.70); attend to issues regarding Crown Settlement (.30); call with Crown Castle counsel regarding Settlement Agreement (.30); communications with A&M and Kirkland regarding resolution of Crown Castle objection (.20); revise Letter Agreement based on call with Crown Castle counsel (.40); attend to follow-up, including communications with A&M regarding Verizon settlement (.50); call with Crown Castle counsel to discuss Letter Agreement (.40); revise Letter Agreement to incorporate changes discussed on the call with Crown Castle counsel (.30); communications with Crown Castle regarding finalizing Letter Agreement and communications with client, A&M and Kirkland regarding same (1.30)	4.40
24 Jun 20	Reisman, Steven	Attend to updates regarding today's confirmation hearing in Windstream case and emails and follow-up regarding same as well as review of articles and submissions in connection with confirmation and matters being addressed by Katten as conflicts counsel for Kirkland in connection with Windstream and resolution of claims (2.40)	2.40
24 Jun 20	Rochester, Shaya J.	Communications with client regarding finalizing Letter Agreement with Crown (.30); communications with client regarding adequate assurance of payment (.30); communications with A&M and Crown Castle regarding finalizing signoff (.50)	1.10
25 Jun 20	Thompson, Grace	Call with S. Rochester regarding reserach of utilities question (.20); conduct research regarding same (.80)	1.00
25 Jun 20	Rochester, Shaya J.	Review Frontier docket for recent filings (.20); call with G. Thompson regarding utility question and follow-up with client regarding same (.20); attend to follow up regarding Confirmation Order with Kirkland (.40); follow-up regarding creditor support on Crown Castle (.20); review and revise response to client regarding utilities (.30)	1.30
26 Jun 20	Thompson, Grace	Review Frontier docket for weekly update, including all disclosure statement objections (.70); review previous research and correspond with S. Rochester regarding email to client on adequate assurance and 11 U.S.C. 366 (.30)	1.00
26 Jun 20	Rochester, Shaya J.	Attend to issues regarding client follow-up questions on adequate assurance of payment (.30); communications with client, Kirkland and A&M regarding obtaining creditor signoff of Crown Castle settlement (.60); revise UCC limited objection to Disclosure Statement and other objections to Frontier Disclosure Statement (.40); review and provide comments on weekly update to client and review First Lien Committee objection to Disclosure Statement	2.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632283
 Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		Motion (1.30)	
TOTALS:			76.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	17.20	1,325.00	\$22,790.00
44845	Rochester, Shaya J.	51.80	1,045.00	\$54,131.00
45319	Seitz, Eric	3.30	945.00	\$3,118.50
44616	Thompson, Grace	3.90	565.00	\$2,203.50
TOTAL:		76.20		\$82,243.00

Katten

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575 Madison Avenue
New York, NY 10022-2585

July 15, 2020

Windstream Holdings, Inc.
Attn: Kristi Moody, Esq.
Senior Vice President, General Counsel & Corporate Secretary
4001 Rodney Parham Road
Little Rock, AR 72212

Invoice No. 1301632284
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through June 26, 2020.....	\$321,075.50
Disbursements and other charges.....	\$7,625.86

CURRENT INVOICE TOTAL: \$328,701.36

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Jun 20	Justus, Michael R.	Review trial transcripts and summary judgment briefing for use in post-trial brief (3.60); prepare post-trial brief (.90); review correspondence from client regarding additional false advertising by Charter (.30)	4.80
01 Jun 20	Ross, Terence P.	Edit and revise post-trial brief (4.10); edit and revise post-trial brief (4.00); read and respond to email from N. Cox regarding new Charter violation of PI (.30); email to M. Justus and S. Rochester regarding new Charter PI violation and their responses (.50); review trial exhibits for additional support for post-trial brief (2.00)	10.90
01 Jun 20	Lockhart, Kristin	Draft email to D. Delizio regarding project for assisting with post-trial brief (.40); correspond with D. Delizio regarding same (.30); review brief and analyze exhibits to be included (3.90); prepare chart reflecting same (1.50); follow up with client regarding deposition certification (.30); draft email to court reporter agency regarding certification (.30); review declarations and analyze for use in post-trial brief (2.80)	9.50
01 Jun 20	Rochester, Shaya J.	Attend to issues regarding post-trial brief (1.90); review and provide extensive comments on draft post-trial brief (4.80); attend to issues regarding potential new stay violation (.40)	7.10
01 Jun 20	DeLizio, Daria	Prepare charts for review of post-trial brief (1.40)	1.40
02 Jun 20	Justus, Michael R.	Review and provide extensive comments on post-trial brief (2.70)	2.70
02 Jun 20	Ross, Terence P.	Review proposed edits to post-trial brief from S. Rochester (1.30); telephone conference with K. Lockhart regarding use of trial exhibits in post-trial brief (.90); edit and revise expert prejudice argument from M. Justus for use in post-trial brief (2.00); telephone conference with K. Lockhart regarding use of declaration in post-trial brief (.30); prepare for and telephone conference with N. Cox regarding new Charter PI violation (.40); email to S. Rochester regarding C&D letter to Charter on new PI violation (.20); continue to work on post-trial brief (3.00); multiple emails from S. Rochester and reply on C&D letter (.80)	8.90
02 Jun 20	Lockhart, Kristin	Prepare for call with T. Ross regarding unused exhibits and other evidence in post-trial brief (.40); attend teleconference with T. Ross regarding unused exhibits in post-trial brief (.90); attend teleconference with T. Ross regarding declaration paragraphs in post-trial brief (.30); draft email to E. Werlinger regarding corporate representative research for post-trial brief (.30); correspond with T. Ross regarding use of certain exhibits and research provided by E. Werlinger (.60); draft edits to brief to incorporate additional exhibits	9.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(3.10); review and revise brief to include deposition testimony from Charter employees (.70); review trial testimony of J. Auman, compare with citations to brief, and draft recommendations for additional trial testimony to add (1.60); review trial testimony of J. Jarosz, compare with citations to brief, and draft recommendations for additional trial testimony to add (1.30)	
02 Jun 20	Thompson, Grace	Review and circulate previous cease and desist letters (.20); review summary judgment bench ruling for language relevant to new letter (.20)	0.40
02 Jun 20	Schurr, Jillian	Conduct online research regarding specific citations in support of post-trial brief (1.50)	1.50
02 Jun 20	Rochester, Shaya J.	Attend to issues regarding post-trial brief (1.60); attend to issues regarding potential new stay violation (.20); attend to issues regarding cease and desist letter (.70); draft cease and desist letter (1.30); update cease and desist letter (.20); review and provide comments on revised post-trial brief (1.10)	5.10
03 Jun 20	Justus, Michael R.	Prepare post-trial brief and exhibits (2.70)	2.70
03 Jun 20	Ross, Terence P.	Review and incorporate K. Lockhart edits into post-trial brief (1.00); review M. Justus edits to post-trial brief to determine what to use (.50); multiple email exchanges with J. Schurr relating to new research for post-trial brief (.50); review question from S. Rochester regarding post-trial brief and respond (.50); edit revise cease and desist letter regarding new Charter PI violation (.80); email exchange with N. Cox regarding new Charter PI violation (.30); telephone conference with E. Werlinger regarding post-trial brief (.30); confer with D. Lizio regarding post-trial brief (.50); edit and revise post-trial brief (1.00); telephone conference with N. Cox regarding new Charter PI violation (.30); finalize cease and desist letter regarding new Charter PI violation (.70); edit Ex. C to post-trial brief (.50); continue drafting and revising post-trial brief (1.80); reread deposition designations for excerpts relevant to post-trial brief (1.50)	10.20
03 Jun 20	Lockhart, Kristin	Compare citations to deposition designations in post-trial brief to all of debtors deposition designations (2.00); continue reviewing and analyzing deposition designations for use in post-trial brief (1.40); incorporate remainder of suggestions into brief and draft email to T. Ross regarding same (2.30); draft email to client with trial transcripts (.30); review previous pleadings for arguments to incorporate into post-trial brief (.60); correspond with T. Ross regarding certain trial exhibits (.50)	7.10
03 Jun 20	Thompson, Grace	Review recently filed fee statements and revise post-trial brief exhibit (.50); draft exhibit to post-trial brief	2.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding Charter proofs of claims (.60); revise exhibits to post-trial brief per comments from S. Rochester and T. Ross. (.60); review CMO, Chambers, and local rules relevant to upcoming pleading (.30)	
03 Jun 20	Schurr, Jillian	Conduct online research regarding specific citations in support of post-trial brief (1.80)	1.80
03 Jun 20	Rochester, Shaya J.	Attend to issues regarding cease and desist letter (.20); review and provide comments on Part IV of post-trial brief (.80); finalize and send cease and desist letter to Charter (.20); attend to issues regarding exhibits to post-trial brief (.30); attend to issues regarding status conference request (.20); draft letter to Chambers requesting telephonic conference (.70); revise and finalize letter to Chambers requesting telephonic conference (.70); review further revised post-trial brief (.50)	3.60
03 Jun 20	DeLizio, Daria	Research legal cites in draft post-trial brief (4.50); review court documents, pleadings cited in draft post-trial brief (2.50); discussions with T. Ross regarding post-trial brief (.50)	7.50
04 Jun 20	Justus, Michael R.	Discuss revisions to post-trial brief with K. Lockhart (.20)	0.20
04 Jun 20	Ross, Terence P.	Review and revise updated of post-trial brief (2.00); email exchange with S. Rochester regarding fee numbers (.20); further edit updated post-trial brief (3.50); continue to edit and revise updated post-trial brief (3.40); discuss list of deposition citations with K. Lockhart (.40)	9.50
04 Jun 20	Lockhart, Kristin	Review and prepare list of existing deposition citations in post-trial brief (.70); discuss same with T. Ross (.40); exchange correspondence with T. Ross regarding certain arguments for post-trial brief (.30); review testimony regarding same and draft summary of same (.90); discuss revisions to post-trial brief with M. Justus (.20); review and revise post-trial brief, including adding additional cites and revising existing cites (3.70)	6.20
04 Jun 20	Thompson, Grace	Revise post-trial brief exhibit B per comments from T. Ross (.20); coordinate drafting of exhibit C with M. Siena (.20); correspond with team regarding the same (.10)	0.50
04 Jun 20	Rochester, Shaya J.	Review and provide further comments on revised post-trial brief (2.70); attend to issues regarding post-trial brief and provide further comments (.50); review and provide comments on Exhibit C to post-trial brief (.50)	3.70
04 Jun 20	DeLizio, Daria	Prepare materials for post-trial brief (1.00); review transcript and exhibit cites (1.50); edit draft post-trial brief (2.50); review and edit legal cites in draft post-trial brief (.50)	5.50
05 Jun 20	Siena, Marie	Compile tables for exhibit to post-trial brief (3.50)	3.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Jun 20	Justus, Michael R.	Discuss cease-and-desist letters regarding additional stay and PI violation with S. Rochester and T. Ross (.30); review exhibits to post-trial brief (.40); review and revise post-trial brief (1.40)	2.10
05 Jun 20	Ross, Terence P.	Review and approve cite check (1.00); multiple email exchanges with G. Thompson regarding exhibits for brief (.30); review and incorporate client comments on post-trial brief (1.00); review and incorporate S. Rochester comments into post-trial brief (1.00); multiple email exchanges regarding appendices to post-trial brief (.30); review and incorporate K. Lockhart edits to post-trial brief (.70); telephone conference with S. Rochester and M. Justus regarding new Charter PI violation (.30); review email regarding new Charter PI violation (.20); revise post-trial brief to bring it under 45 pages (1.80); email to team regarding weekend revision of post-trial brief (.30); edit and revise new version of post-trial brief (2.00)	8.90
05 Jun 20	Lockhart, Kristin	Review chart of Charter Operating proof of claims (.40)	0.40
05 Jun 20	Thompson, Grace	Perform secondary review of exhibits for post-trial brief (3.40); revise exhibits per comments from T. Ross (.10)	3.50
05 Jun 20	Schurr, Jillian	Review and revise post-trial brief and propose edits (.30)	0.30
05 Jun 20	Rochester, Shaya J.	Attend to issues regarding post-trial brief exhibits (.30); review Exhibit C to post-trial brief (.20); attend to issues regarding Exhibit A to post-trial brief (.50); attend call with T. Ross regarding Charter response to cease and desist letter (.30); attend to follow-up regarding same (.30); review and provide final round of substantive comments on post-trial brief (1.80)	3.40
06 Jun 20	Ross, Terence P.	Edit and make extensive revisions to post-trial brief and multiple communications with team regarding same (10.20)	10.20
07 Jun 20	Ross, Terence P.	Prepare for call with S. Rochester regarding post-trial brief (.20); telephone conference with S. Rochester regarding possible additional argument in post-trial brief (.30); incorporate edits from J. Schurr into new version of post-trial brief (1.00); incorporate edits from M. Justus into new version of post-trial brief (.30); review revised exhibits and tables for post-trial brief (1.30); multiple email exchanges with S. Rochester regarding revised post-trial brief (.30); consider whether and how to address miscellaneous arguments that might be made by Charter in its post-trial brief (3.30); draft new arguments rebutting Charter possible arguments for consideration by team (3.50)	10.20
07 Jun 20	Schurr, Jillian	Review and revise post-trial brief (3.00); Review and analyze post-trial brief and propose edits to same (.30)	3.30

Client: 392355 – Windstream Holdings, Inc.

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
07 Jun 20	Rochester, Shaya J.	Review emails relating to post-trial brief (.30); call with T. Ross regarding post-trial brief (.30); attend to follow-up regarding same (.60); attend to further issues on post-trial brief (.30)	1.50
08 Jun 20	Justus, Michael R.	Review case law regarding automatic stay violation (.60); review and revise post-trial brief (.80)	1.40
08 Jun 20	Ross, Terence P.	Incorporate K. Lockhart edits into revised post-trial brief (.70); emails regarding additional research for post-trial brief (.30); edit and revise post-trial brief (4.00); continue to edit post-trial brief (4.00); review revised exhibits for post-trial brief (.50); email from K. Lockhart regarding new research (.30); review new edits to post-trial brief from S. Rochester (1.00); read email from S. Rochester regarding new Charter's violation of PI, review draft and reply (.50)	11.30
08 Jun 20	Lockhart, Kristin	Review and revise draft post-trial brief (1.10); conduct legal research on automatic stay violations through false advertising and related claims (3.60); conduct legal research on estimates for damages (3.40); draft email to T. Ross regarding same (.60)	8.70
08 Jun 20	Thompson, Grace	Review previous research regarding automatic stay and false advertising cases and correspond with team regarding the same (.30); revise and circulate three Post-Trial brief exhibits per comments from T. Ross (.20); call with S. Rochester regarding Exhibit A (.20)	0.70
08 Jun 20	Rochester, Shaya J.	Work on post-trial brief regarding T. Ross questions (.90); attend to issues regarding Exhibit A (30); call with G. Thompson regarding same (.20); review UCC post-trial brief (.50); prepare consolidated markup of brief (.50); attend to issues regarding cease and desist letter (.50); attend to issues regarding UCC post-trial brief (.30); attend to issues regarding Exhibits (.30); review and provide comments on revised post-trial brief (.50); attend to issues regarding cease and desist letter (.60)	4.60
09 Jun 20	Siena, Marie	File post-trial brief on the court's docket (.20); emails with team regarding the same (.10)	0.30
09 Jun 20	Justus, Michael R.	Review and revise post-trial brief and exhibits (1.20)	1.20
09 Jun 20	Ross, Terence P.	Finalize post-trial brief and exhibits (2.50); email exchange regarding filing of brief (.30); continue to finalize post-trial brief (1.70); review and approve email to Court and opposing counsel transmitting post-trial brief (.50); review final edits from K. Lockhart (.30); provide instructions and make arrangements for filing and distribution of post-trial brief (.50); multiple emails regarding filing brief (.30); consider whether to delay filing of brief and multiple emails regarding same (1.00); follow up on brief filing (.50)	7.60
09 Jun 20	Lockhart, Kristin	Review and revise near final draft of post-trial brief (2.40); review correspondence relating to filing (.30);	3.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review final draft of brief before filing (.60); review correspondence from Charter to chambers regarding proposed findings of fact (.30); correspond with G. Thompson regarding filing (.30)	
09 Jun 20	Thompson, Grace	Correspond with team, KCC, and MoFo regarding filing of Post-Trial brief and supervise filing of the same (.40)	0.40
09 Jun 20	Rochester, Shaya J.	Attend to issues regarding post-trial brief (1.40); oversee filing, submission and service of post-trial brief (.50); finalize response to Charter regarding cease and desist letter (.20)	2.10
10 Jun 20	Justus, Michael R.	Review Charter's post-trial brief (2.60); confer with team regarding same and response strategy (.60)	3.20
10 Jun 20	Ross, Terence P.	Review issue regarding "findings of fact" (.50); multiple emails with team regarding "findings of fact" (.30); review email from K. Smith regarding same (.20); review record citations raised by S. Rochester from Charter brief (.50); read Charter letter to Judge Drain and review case cites (.70); prepare for call with team (.40); telephone conference with team regarding Charter post-trial brief (.60); read Charter post-trial brief (2.70); multiple email exchanges with client regarding Charter brief (.30); email exchanges with S. Rochester regarding client call (.20)	6.40
10 Jun 20	Lockhart, Kristin	Review Charter brief (1.00); attend teleconference with team regarding same (.60); perform legal research on issues stemming from Charter's post-trial brief (2.70); review transcript to confirm procedure for filing reply brief and report same to T. Ross (.30)	4.60
10 Jun 20	Thompson, Grace	Read and analyze Charter and UCC Post-Trial Briefs (.40); attend team call regarding the same (.60); review various transcripts and respond to questions from S. Rochester (.30); review rules relevant to findings of fact and circulate excerpts for team (.20)	1.50
10 Jun 20	Rochester, Shaya J.	Review Charter's post-trial brief, proposed findings of fact and letter to the Court (1.40); prepare notes regarding same (.50); review underlying caselaw and trial transcripts regarding same (.50); call with team to discuss Charter's post-trial brief and next steps (.60); attend to follow-up regarding same (.30); review cases cited by Charter in its post-trial brief (.40)	3.70
11 Jun 20	Justus, Michael R.	Review legal research for potential post-trial reply brief (.20)	0.20
11 Jun 20	Ross, Terence P.	Outline rebuttal to Charter post-trial brief (1.50); telephone conference with S. Rochester regarding potential arguments for reply brief (.50)	2.00
11 Jun 20	Lockhart, Kristin	Conduct legal research on prior restraint and first amendment issues (1.30); conduct further research on allocation of sanctions amongst plaintiffs (4.00); review case law regarding allocation of damages for	6.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Jun 20	Thompson, Grace	multiple plaintiffs in tort cases (.80) Call with S. Rochester regarding research from Charter post-trial brief (.30); analyze Charter brief and draft outline of new cases to be researched (.20); research and summarize cases cited by Charter in post-trial brief (3.80); shephardize cases and perform additional research regarding the same (.60)	4.90
11 Jun 20	Rochester, Shaya J.	Call with T. Ross to discuss potential arguments to raise in reply brief (.50); call with G. Thompson regarding same (.30); attend to follow-up, including summary of potential arguments and reviewing relevant cases (1.10); review rules regarding submission of proposed findings of fact and conclusions of law (.30)	2.20
12 Jun 20	Ross, Terence P.	Multiple email exchanges with S. Rochester regarding leave for rebuttal brief (1.00); read cases from K. Lockhart regarding right to jury trial on Count VI (.50); review cases from G. Thompson regarding contempt standard (1.00); follow up on possible findings of fact (.50)	3.00
12 Jun 20	Lockhart, Kristin	Conduct legal research regarding case law cited by Charter to support proposition of monetary limit on sanctions that requires jury trial (3.60); draft email to T. Ross regarding research for allocation of sanctions research (.80); draft email to T. Ross regarding research related to jury trial (.70); correspond with S. Rochester regarding copies of transcripts from trial (.30)	5.40
12 Jun 20	Thompson, Grace	Perform follow-up research regarding Charter post-trial brief cases (1.00)	1.00
12 Jun 20	Rochester, Shaya J.	Submit trial transcripts to Chambers per its request (.20); review cases cited by Charter regarding standards for assessing sanctions for violations of the automatic stay (1.10); draft letter to Chambers regarding post-trial brief (2.30)	3.60
15 Jun 20	Ross, Terence P.	Edit and revise draft letter to Judge Drain regarding rebuttal brief (1.00); telephone conference with client regarding rebuttal brief (.40); telephone conference with S. Rochester regarding timing of rebuttal and letter to Judge Drain (.30); review revised draft letter to Judge Drain and edit same (.90); email to K. Lockhart regarding developing chart of Charter trial record abuses (.50)	3.10
15 Jun 20	Lockhart, Kristin	Review brief and fact check certain trial record representations (3.50); review record from Charter DirecTV litigation to determine history of filings (.60)	4.10
15 Jun 20	Rochester, Shaya J.	Call with T. Ross regarding letter to Court and timing of reply (.30); revise letter to J. Drain as discussed with T. Ross (.50); call with client regarding Charter's post-trial brief (.40); further revise letter based on comments	3.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		from T. Ross (.40); review caselaw cited by Charter in its post-trial brief regarding standard for sanctioning violations of the automatic stay (1.70); finalize letter to J. Drain regarding request to file reply to Charter post-trial brief (.40)	
16 Jun 20	Ross, Terence P.	Follow up on request for rebuttal (1.00); read Charter's Objection to Assumption of Executory Contracts and multiple emails with S. Rochester regarding same (2.90); confer with S. Rochester and client regarding same (.40); read Charter's letter to Judge Drain (.30)	4.60
16 Jun 20	Lockhart, Kristin	Review misrepresentations of factual assertions and provide explanation regarding same (4.00); review email from S Rochester regarding research on allocation of sanctions and draft email in reply to same (.40); continue to review misrepresentations of factual assertions and provide explanation regarding same (1.60)	6.00
16 Jun 20	Thompson, Grace	Review and analyze Charter plan objection (.20); call with S. Rochester regarding Windstream response and research questions (.40); research SDNY plan precedent with similar executory contract treatment (4.20); draft email to S. Rochester outlining the same (.60); review and circulate previous research on setoff (.20)	5.60
16 Jun 20	Schurr, Jillian	Confer with S. Rochester regarding research in preparation for drafting of response to opposition motion (.20)	0.20
16 Jun 20	Rochester, Shaya J.	Attend to issues regarding Charter response to cease and desist letter (.40); review Charter response to Windstream request to file post-trial brief and communications with team regarding same (.40); review Charter plan objection (1.10); prepare summary of same (.70); call with G. Thompson regarding same (.40); call with J. Schurr regarding same (.20); communications with client and T. Ross regarding same (.40); attend to follow-up on Charter objection (1.10)	4.70
16 Jun 20	DeLizio, Daria	Review factual allegations in Charter's post-trial brief (2.50)	2.50
17 Jun 20	Justus, Michael R.	Review Charter's letter to Court and consider reply brief strategy (.20)	0.20
17 Jun 20	Ross, Terence P.	Read Charter Objection to Plan (2.00); telephone conference with S. Rochester regarding Charter Objections (.50); continue to read Charter's Objection to Plan (2.30); strategize response to Charter Objections and whether we can compromise on it without mootng Count VII (2.30); review research by G. Thompson and read cases relating to accepting VAR 45 days after effective date (2.30)	9.40
17 Jun 20	Thompson, Grace	Follow up research regarding SDNY plan precedent	8.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with similar executory contract treatment per S. Rochester questions (1.50); research legal framework for post-confirmation assumption/rejection (2.50); review caselaw cited in Charter and other plan objections (.60); continue researching legal framework for post-confirmation rejection following cure disputes (2.60); draft detailed research memo email to S. Rochester (.70); call with S. Rochester regarding research (.70); revise email per comments from S. Rochester (.30)	
17 Jun 20	Schurr, Jillian	Research and analyze law relating to cure amounts (3.00); Analyze and draft research guidance on cure amounts (1.50)	4.50
17 Jun 20	Rochester, Shaya J.	Attend to issues regarding Charter plan objection and response thereto (1.30); call with T. Ross regarding Charter objection (.50); call with G Thompson regarding Charter objection research (.70); attend to issues regarding Charter objection (.40); review relevant caselaw regarding Charter objection (1.10); begin drafting insert to reply to Charter objection (.80); revise insert reply to Charter objection (.80); work on reply to Charter's confirmation objection (3.60)	9.60
18 Jun 20	Ross, Terence P.	Review email from S. Rochester regarding possible response to Charter Objection to Cure (.20); call with S. Rochester regardig the same (.30); telephone conference with client to discuss response to Charter's Objection to Cure (.50); review email regarding approval of interim fees (.20); consider response to Charter Objection to Cure if Charter refuses proposal (1.00); telephone conference with S. Rochester regarding is call with B. Hockett (.30); review and approve draft language for response to Charter Objection (.30); read and approve language for compromise on Objection to Cure (.50)	3.30
18 Jun 20	Rochester, Shaya J.	Continue working on reply to Charter objection (.60); call with T. Ross regarding Charter objection (.30); call with client regarding Charter objection (.50); attend to follow-up from call (.50); prepare for call with Charter (.30); call with Charter (.30); follow-up call with T. Ross (.30); prepare reservation of rights language for Charter (.30); further revise reply insert to Charter objection (.70)	3.80
19 Jun 20	Ross, Terence P.	Review proposed language regarding cure amount from B. Hockett (.50); telephone conference with S. Rochester regarding B. Hockett proposal (.30); review S. Rochester revised language for cure (.30); review draft insert for Omnibus response to objections and provide comments to S. Rochester (1.00); read email from K. Smith regarding language for Omnibus reply (.30); consider revised language for Omnibus response	3.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		to Objection to Plan (1.00)	
19 Jun 20	Rochester, Shaya J.	Review and revise reservation of rights language for Charter (.80); call with T. Ross regarding same (.30); revise insert for objection to Charter confirmation objection (.20); further revise Charter confirmation objection to incorporate comments from T. Ross (.20); communications with Charter counsel, T. Ross and client regarding resolution of Charter plan objection (.60)	2.10
22 Jun 20	Ross, Terence P.	Review email from C. Keith regarding Omnibus response (.30); review Debtors' Memorandum in Response to Objection regarding Charter Objection (1.00); email exchange with S. Rochester regarding testimony of Debtor expert (.40)	1.70
22 Jun 20	Lockhart, Kristin	Review Charter's trial brief (1.50); finalize draft chart with misrepresentations of the trial record in Charter's trial brief (2.50)	4.00
22 Jun 20	Thompson, Grace	Correspond with S. Rochester and KCC regarding Charter ballots (.20)	0.20
22 Jun 20	Rochester, Shaya J.	Review docket regarding new filings potentially relevant to Charter decision (.50); reply to client question regarding Charter claims (.30)	0.80
23 Jun 20	Ross, Terence P.	Read Windstream Confirmation Omnibus Reply Brief for discussion of Charter litigation (.70); email exchange with S. Rochester regarding Debtor expert declarations (.30); review draft table of Charter misrepresentation of trial record (.80); read email from S. Rochester regarding Proposed Confirmation Order (.50); follow up on expert declaration (.80); telephone conference with S. Rochester regarding cure Charter VAR procedure (.50)	3.60
23 Jun 20	Rochester, Shaya J.	Review proposed Confirmation Order (.70); call with T. Ross regarding same (.50); reply to client questions regarding post-trial briefs (.30)	1.50
24 Jun 20	Ross, Terence P.	Work on table of Charter claims for Cure Amount dispute (1.00); telephone conference with K. Lockhart regarding trial record cites to provide Judge Drain (1.60); revise table of Charter claims for Cure Amount (.70); email exchange with S. Rochester regarding confirmation hearing (.30)	3.60
24 Jun 20	Lockhart, Kristin	Attend teleconference with T. Ross to discuss Charter post-trial brief arguments (1.60); conduct review of arguments in Charter's post-trial brief (1.90); review trial record for exhibits relevant to Charter's post-trial brief (2.10)	5.60
25 Jun 20	Ross, Terence P.	Review draft Order for Confirmation regarding Charter language (.70); multiple email exchanges with S. Rochester and F. Petrie regarding language on Charter for Confirmation Order (1.00)	1.70
25 Jun 20	Lockhart, Kristin	Research trial record for issues relevant to Charter's	5.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		post-trial brief arguments (3.30); continue review of trial record for the same (2.40)	
25 Jun 20	DeLizio, Daria	Review factual allegations in Charter's post-trial brief (.50)	0.50
26 Jun 20	Ross, Terence P.	Follow up on language for Order on Confirmation relating to Charter cure issue (1.00); telephone conference with S. Rochester regarding same (.30); review lengthy email from S. Rochester regarding cure options and respond to same (.50); read Order confirming plan (2.30)	4.10
26 Jun 20	Lockhart, Kristin	Research legal framework for arguments made in Charter's post-trial brief (1.70)	1.70
26 Jun 20	Rochester, Shaya J.	Call with T. Ross regarding Confirmation Order cure issue (.30); prepare summary of Confirmation Hearing and send to T. Ross (1.10)	1.40
TOTALS:			375.10

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45597	DeLizio, Daria	17.40	400.00	\$6,960.00
43426	Justus, Michael R.	18.70	855.00	\$15,988.50
44572	Lockhart, Kristin	88.20	680.00	\$59,976.00
44845	Rochester, Shaya J.	68.20	1,045.00	\$71,269.00
44455	Ross, Terence P.	137.60	1,045.00	\$143,792.00
44630	Schurr, Jillian	11.60	480.00	\$5,568.00
41782	Siena, Marie	3.80	210.00	\$798.00
44616	Thompson, Grace	29.60	565.00	\$16,724.00
TOTAL:		375.10		\$321,075.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
05 Jun 20	VENDOR: Federal Express DC INVOICE#: 702450657 DATE: 5/29/2020 From: Terence Ross To: Patricia F. Todd, FRP Johnson Pope Bokor Ruppel & Burns 401 East Jackson Street, Suite 3100, TAMPA FL, 33602 US: On: 5/21/2020; Tracking ID: 393074084310	15.97
11 Jun 20	PAYEE: LAC Group; REQUEST#: 849335; DATE: 6/11/2020. - Legal Research from 05/01/20 - 05/31/20; Citation Assistance 5/4/2020	75.00
16 Jun 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY20-NYC; DATE: 6/16/2020 - Acct #KM3277: Pacer court cost incurred in May 2020, New York.	6.00
16 Jun 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY20-NYC; DATE: 6/16/2020 - Acct #KM3277: Pacer court cost incurred in May 2020, New York.	13.30
16 Jun 20	VENDOR: Pacer Service Center; INVOICE#: KM3279-MAY20-CHI; DATE: 6/16/2020 - Acct #KM3279: Pacer court cost incurred in May 2020, Chicago.	9.60
18 Jun 20	VENDOR: Federal Express Corp. INVOICE#: 703843900 DATE: 6/15/2020 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York, 300 QUARROPAS ST, WHITE PLAINS NY, 10601 US: On: 6/10/2020; Tracking ID: 393710593496	11.18
18 Jun 20	VENDOR: Federal Express Corp. INVOICE#: 703843900 DATE: 6/15/2020 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court Southern District of New York, 300 QUARROPAS ST, WHITE PLAINS NY, 10601 US: On: 6/10/2020; Tracking ID: 393710665694	11.18
30 Jun 20	PAYEE: NTT Cloud Communications U.S. Inc.; REQUEST#: 850304; DATE: 6/30/2020. - To record Arkadin Teleconferencing charges, Inv #INUS200500608 dated 05/31/2020; Conference call by Grace Thompson on 5/08/20. Conf ID 17608598	33.11
30 Jun 20	PAYEE: NTT Cloud Communications U.S. Inc.; REQUEST#: 850304; DATE: 6/30/2020. - To record Arkadin Teleconferencing charges, Inv #INUS200500608 dated 05/31/2020; Conference call by Shaya Rochester on 5/06/20. Conf ID 17582511	30.80
30 Jun 20	PAYEE: NTT Cloud Communications U.S. Inc.; REQUEST#: 850304; DATE: 6/30/2020. - To record Arkadin Teleconferencing charges, Inv #INUS200500608 dated 05/31/2020; Conference call by Shaya Rochester on 5/04/20. Conf ID 17557407	44.92
30 Jun 20	PAYEE: NTT Cloud Communications U.S. Inc.; REQUEST#: 850304; DATE: 6/30/2020. - To record Arkadin Teleconferencing charges, Inv #INUS200500608 dated 05/31/2020; Conference call by Terence P. Ross on 5/05/20. Conf ID 17564510	27.47
30 Jun 20	PAYEE: NTT Cloud Communications U.S. Inc.; REQUEST#: 850304; DATE: 6/30/2020. - To record Arkadin Teleconferencing charges, Inv #INUS200500608 dated 05/31/2020; Conference call by Terence P. Ross on 5/01/20. Conf ID 17539894	63.37
30 Jun 20	Westlaw Legal Research: ROSS, TERENCE on 06/01/2020	290.01
30 Jun 20	Westlaw Legal Research: ROSS, TERENCE on 06/02/2020	151.17

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632284
Invoice Date: July 15, 2020

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Jun 20	Westlaw Legal Research: ROSS,TERENCE on 06/03/2020	50.39
30 Jun 20	Westlaw Legal Research: ROSS,TERENCE on 06/05/2020	151.17
30 Jun 20	Westlaw Legal Research: ROSS,TERENCE on 06/08/2020	50.39
30 Jun 20	Westlaw Legal Research: ROSS,TERENCE on 06/10/2020	69.42
30 Jun 20	Westlaw Legal Research: ROSS,TERENCE on 06/23/2020	50.39
30 Jun 20	Westlaw Legal Research: ROSS,TERENCE on 06/26/2020	371.77
30 Jun 20	Westlaw Legal Research: LOCKHART,KRISTIN on 06/01/2020	100.78
30 Jun 20	Westlaw Legal Research: LOCKHART,KRISTIN on 06/08/2020	129.32
30 Jun 20	Westlaw Legal Research: LOCKHART,KRISTIN on 06/08/2020	1,459.94
30 Jun 20	Westlaw Legal Research: LOCKHART,KRISTIN on 06/10/2020	371.06
30 Jun 20	Westlaw Legal Research: LOCKHART,KRISTIN on 06/11/2020	1,528.65
30 Jun 20	Westlaw Legal Research: LOCKHART,KRISTIN on 06/12/2020	485.94
30 Jun 20	Westlaw Legal Research: DELIZIO,DARIA A on 06/03/2020	121.57
30 Jun 20	Westlaw Legal Research: DELIZIO,DARIA A on 06/04/2020	91.27
30 Jun 20	Westlaw Legal Research: SCHURR,JILLIAN on 06/02/2020	492.81
30 Jun 20	Westlaw Legal Research: SCHURR,JILLIAN on 06/03/2020	502.96
30 Jun 20	Westlaw Legal Research: SCHURR,JILLIAN on 06/17/2020	814.95
TOTAL:		\$7,625.86

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Telephone Conference Charges, Postage and Courier	\$238.00
Legal Research	\$7,358.96
Court Costs	\$28.90
TOTAL:	\$7,625.86

MATTER TOTAL: \$328,701.36

Katten

Direct Billing Inquiries to:
Lisa Quintana
212-940-8573
lisa.quintana@katten.com

575 Madison Avenue
New York, NY 10022-2585

July 15, 2020

Windstream Holdings, Inc.
Attn: Kristi Moody, Esq.
Senior Vice President, General Counsel & Corporate Secretary
4001 Rodney Parham Road
Little Rock, AR 72212

Invoice No. 1301632285
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through June 26, 2020..... \$13,167.00

CURRENT INVOICE TOTAL: \$13,167.00

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632285
Invoice Date: July 15, 2020

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
18 Jun 20	Rochester, Shaya J.	Prepare for Interim Fee Hearing (.20); attend Interim Fee Hearing (.40)	0.60
23 Jun 20	Rochester, Shaya J.	Prepare for Confirmation Hearing (.50)	0.50
24 Jun 20	Rochester, Shaya J.	Attend Confirmation Hearing and stand ready to address issues raised by contract counterparties with whom Katten has had negotiations and take notes of hearing (7.30)	7.30
25 Jun 20	Rochester, Shaya J.	Attend conclusion of Confirmation Hearing and take notes relevant to conflict matters (1.90); participate via Zoom to hear Judge Drain's ruling on Confirmation with attention to matters relevant to conflict matters (2.30)	4.20
TOTALS:			12.60

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

Attorney or Assistant	Hours	Rate	Amount
44845 Rochester, Shaya J.	12.60	1,045.00	\$13,167.00
TOTAL:	12.60		\$13,167.00

Katten

Direct Billing Inquiries to:
Lisa Quintana
212-940-8573
lisa.quintana@katten.com

575 Madison Avenue
New York, NY 10022-2585

July 15, 2020

Windstream Holdings, Inc.
Attn: Kristi Moody, Esq.
Senior Vice President, General Counsel & Corporate Secretary
4001 Rodney Parham Road
Little Rock, AR 72212

Invoice No. 1301632288
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$61.13

CURRENT INVOICE TOTAL: \$61.13

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).
Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301632288
Invoice Date: July 15, 2020

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
02 Jun 20	Postage for USPS 1ST CL FL BULK MAILING 5 PCS ENT BY LN	6.00
08 Jun 20	VENDOR: Federal Express Corp. INVOICE#: 702600661 DATE: 6/1/2020 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 5/28/2020; Tracking ID: 393304768336	9.52
08 Jun 20	VENDOR: Federal Express Corp. INVOICE#: 702600661 DATE: 6/1/2020 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court Southern District of New York,300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 5/28/2020; Tracking ID: 393305033913	9.52
16 Jun 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY20-NYC; DATE: 6/16/2020 - Acct #KM3277: Pacer court cost incurred in May 2020, New York.	0.30
16 Jun 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY20-NYC; DATE: 6/16/2020 - Acct #KM3277: Pacer court cost incurred in May 2020, New York.	11.80
18 Jun 20	VENDOR: Federal Express Corp. INVOICE#: 703843900 DATE: 6/15/2020 From: Shaya Rochester To: Shaya Rochester 352 CROWN ST,BROOKLYN NY,11225 US: On: 6/8/2020; Tracking ID: 393640575854	14.38
18 Jun 20	VENDOR: Federal Express Corp. INVOICE#: 703843900 DATE: 6/15/2020 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court Southern District of New York,300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 6/8/2020; Tracking ID: 393641731880	9.61
TOTAL:		\$61.13

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Telephone Conference Charges, Postage and Courier	\$48.03
Court Costs	\$12.10
TOTAL:	\$61.13

EXHIBIT B

MORRISON & FOERSTER MAY MONTHLY FEE STATEMENT

Objection Deadline: August 4, 2020 @ 12:00 p.m.

MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Erica J. Richards

*Counsel for the Official Committee
of Unsecured Creditors of Windstream Holdings, Inc., et al.*

**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)
)	

**FOURTEENTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD MAY 1, 2020 THROUGH MAY 31, 2020**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the " <u>Committee</u> ")
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	May 1, 2020 through May 31, 2020 (the " <u>Fee Period</u> ")
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$947,799.50 (80% = \$758,239.60)

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.



Name of Applicant:	Morrison & Foerster LLP
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$45,935.78

This is a(n) X monthly ___ interim ___ final application. No prior application was filed for this Fee Period.²

² Notice of this Monthly Fee Statement (as defined herein) shall be served in accordance with the Interim Compensation Order (as defined herein), and objections to the relief requested in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *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*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$947,799.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$189,559.90, for a total fee request of \$758,239.60;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$45,935.78.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Morrison & Foerster’s attorneys and paraprofessionals during the Fee Period with respect to each of the subject matter categories

³ The period from May 1, 2020 through and including May 31, 2020 is referred to herein as the “Fee Period.”

⁴ As an accommodation to the Committee, and consistent with applicable billing guidelines, Morrison & Foerster is not seeking payment for time spent reviewing its time entries for confidential information and compliance with billing guidelines.

established by Morrison & Foerster in accordance with its internal billing procedures.

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 1,006.80 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

2. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement will be served upon (i) Windstream Holdings, Inc., 4001 North Rodney Parham Road, Little Rock, Arkansas 72212, Attn.: Kristi M. Moody; (ii) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Stephen E. Hessler, P.C., and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn.: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze; (iii) counsel to the DIP Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Natasha Tsiouris; (iv) the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Paul K. Schwartzberg and Serene Nakano; and (v) to the extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002. Morrison & Foerster submits that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$947,799.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$189,559.90 for a total fee request of \$758,239.60 together with reimbursement of expenses in the amount of \$45,935.78 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
July 21, 2020

/s/ Lorenzo Marinuzzi
MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Erica J. Richards

*Counsel for the Official Committee of Unsecured
Creditors of Windstream Holdings, Inc., et al.*

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Asset Analysis and Recovery	118.80	\$112,952.50
006	Business Operations	0.80	\$1,080.00
007	Case Administration	33.50	\$28,460.50
008	Claims Administration and Objections	0.40	\$284.00
011	Employment and Fee Applications	2.80	\$1,542.00
013	Financing and Cash Collateral	1.00	\$1,060.50
014	Other Litigation	155.40	\$147,361.50
015	Meetings and Communications with Creditors	46.50	\$45,719.50
017	Plan and Disclosure Statement	84.50	\$93,110.00
020	Reporting	0.30	\$298.50
021	Tax	36.50	\$24,611.00
022	Valuation	0.70	\$752.50
023	Discovery	269.00	\$250,058.00
024	Hearings	220.10	\$213,365.00
026	Claims Investigation	16.00	\$15,166.50
027	Lien Investigation	3.20	\$3,090.00
032	Time Entry Review	9.90	\$6,561.00
034	Mediation	7.40	\$8,887.50
Total Incurred:		1006.8	\$954,360.50
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(6,561.00)
Total Requested:			\$947,799.50

Exhibit B

Attorney and Paraprofessional Information

The Morrison & Foerster attorneys who rendered professional services in these cases during the Fee Period are:

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Blaivas, Jay	Partner	1996	Tax	\$1,275.00	1.20	\$1,530.00
Carbone, Anthony	Partner	1982	Tax	\$1,600.00	0.60	\$960.00
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,225.00	97.80	\$119,805.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,325.00	83.10	\$110,107.50
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,200.00	15.50	\$18,600.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,425.00	105.90	\$150,907.50
Peck, James Michael	Senior Counsel	1971	Business Restructuring & Insolvency	\$1,600.00	0.60	\$960.00
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,225.00	5.60	\$6,860.00
Rappoport, Steve	Of Counsel	2009	Litigation	\$930.00	130.80	\$121,644.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$995.00	61.60	\$61,292.00
Belcastro, Thomas D.	Associate	Pending	Finance	\$560.00	3.50	\$1,960.00
Buckley, Janie C.	Associate	2018	Associate	\$710.00	0.50	\$355.00
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$990.00	85.80	\$84,942.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
deLacy, Shaun Patrick	Associate	2014	Litigation	\$810.00	10.50	\$8,505.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$710.00	92.20	\$65,462.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$810.00	98.80	\$80,028.00
Gunner, Claire	Associate	2016	Litigation	\$810.00	7.20	\$5,832.00
Kim, Hanna	Associate	Pending	Finance	\$560.00	25.30	\$14,168.00
Masykanova, Aisulu	Associate	2013	Finance	\$910.00	0.50	\$455.00
Melendez, Miranda Bull	Associate	2017	Finance	\$710.00	10.00	\$7,100.00
Miriyala, Arvind S.	Associate	2018	Litigation	\$690.00	9.10	\$6,279.00
Moore, Taj	Associate	2016	Litigation	\$650.00	9.90	\$6,435.00
Richardson Arnould, Kat	Associate	2019	Business Restructuring & Insolvency	\$650.00	78.10	\$50,765.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$860.00	0.60	\$516.00

The Morrison & Foerster paraprofessionals who rendered professional services in these cases during the Fee Period are:

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bergelson, Vadim	eDiscovery Project Manager	11 years	Litigation	\$375.00	10.10	\$3,787.50
Blackshear, Alvin	eDiscovery Project Manager	2 ½ years	Litigation	\$375.00	0.20	\$75.00
Guido, Laura	Senior Paralegal	12 ½ years	Business Restructuring & Insolvency	\$400.00	41.40	\$16,560.00

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
MacCardle, Ken L.	Senior Paralegal	13 ½ years	Litigation	\$430.00	15.10	\$6,493.00
Roy, Joshua	Managing Attorney	11 ½ years	Litigation	\$400.00	1.20	\$480.00
Stephenson, Ashley M.	Paralegal	6 months	Litigation	\$375.00	1.00	\$375.00
Research Services*	Various	Various	Library	\$375.00	2.20	\$825.00
eDiscovery Services	Various	Various	Library	\$330.00	0.90	\$297.00

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,178.96	502.7	\$592,666.00
Associates and Attorneys	\$770.37	432	\$332,802.00
Total Incurred by all Attorneys:	\$990.12	934.7	\$925,468.00
Paraprofessionals and Non-Legal Staff	\$400.72	72.1	\$28,892.50
Total Incurred:	\$947.91	1,006.8	\$954,360.50
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(6,561.00)
Total Requested:	\$941.39	1,006.8	\$947,799.50

* The Research Services team leverages our expertise across offices to meet tight/urgent client deadlines in a timely and cost effective manner. To enable this collaborative workflow, time billed by this group is consolidated into a single line-item on the Timekeeper Summary sections of client bills.

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Reporting Fees	\$21,357.85
Service of Process	\$922.50
Travel	\$109.12
On-line Research - LEXIS	\$1,806.70
On-line Research - WESTLAW	\$3,716.30
Epiq eDiscovery Managed Services	\$1,306.52
Outside Copying Service	\$14,755.98
Messenger Service	\$467.11
Miscellaneous Disbursement - Court filing service - Court Solutions	\$1,493.70
Total Requested	\$45,935.78

Exhibit D

MORRISON | FOERSTER

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MORRISON & FOERSTER LLP
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DENVER, NORTHERN VIRGINIA

TOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, Arkansas 72212
Attn: Robert E. Gunderman

Taxpayer ID # [REDACTED]
Invoice Number: 5928156
Invoice Date: July 20, 2020

Client/Matter Number: 017254-0000001

Client Contact: Robert E. Gunderman

Matter Name: OFFICIAL COMMITTEE

RE: OFFICIAL COMMITTEE

For Professional Services Rendered and Disbursements Incurred through May 31, 2020

	<u>U.S.Dollars</u>
Current Fees	954,360.50
Client Accommodation - Time Entry Review	(6,561.00)
Current Fees Value	<hr/> 947,799.50
Current Disbursements	<hr/> 45,935.78
Total This Invoice	<hr/> 993,735.28 <hr/>

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5928156
Invoice Date: July 20, 2020

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
05-May-20	Call with Perella regarding unencumbered assets and implied distribution (.5); analyze possible adequate protection claim regarding unencumbered value (.7).	Marinuzzi, Lorenzo	1.20	1,710.00
06-May-20	Correspond with internal working group regarding analysis of unencumbered value.	Goren, Todd M.	0.30	367.50
11-May-20	Correspond with E. Richards regarding presentation on unencumbered value (.1); conduct and analyze research regarding same (.5).	Ferraioli, Raff	0.60	426.00
11-May-20	Analyze unencumbered value for plan litigation purposes.	Marines, Jennifer L.	2.10	2,520.00
12-May-20	Review correspondence from L. Marinuzzi to Paul Weiss regarding unencumbered value (.1); conduct and analyze legal research regarding same (.5); draft presentation for Committee regarding same (.6).	Ferraioli, Raff	1.20	852.00
13-May-20	Conduct and analyze legal research regarding unencumbered value (.9); further draft presentation for Committee regarding same (2.8).	Ferraioli, Raff	3.70	2,627.00
14-May-20	Further draft presentation for Committee regarding unencumbered value (.9); correspond with E. Richards regarding same (.2); analyze comments to same (.7); revise same (1.9); conduct and analyze legal research regarding same (.6); analyze ResCap decision (.7); correspond with internal working group and Perella regarding same (.1).	Ferraioli, Raff	5.10	3,621.00
14-May-20	Review draft presentation regarding unencumbered asset analysis.	Goren, Todd M.	0.60	735.00
14-May-20	Review draft of Committee presentation regarding unencumbered value.	Levitt, Jamie A.	1.10	1,457.50
14-May-20	Analyze case law regarding adequate protection claims.	Rappoport, Steve	0.80	744.00
14-May-20	Conduct and analyze legal research regarding case law in connection with adequate protection claims (1.1); review internal correspondence regarding same (.1); review draft presentation regarding unencumbered asset analysis (.6).	Richardson Arnould, Ka	1.80	1,170.00
15-May-20	Correspond with internal working group regarding discussion with counsel to 1L ad hoc group regarding allocation of settlement value (.2); review draft presentation regarding unencumbered asset analysis (.5).	Damast, Craig A.	0.70	693.00

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Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
15-May-20	Discuss unencumbered asset analysis presentation with S. Rappoport (.3); analyze comments to same (.4); revise same (.7); discuss marshaling with J. Greer and S. Rappoport (.9); correspond with J. Greer regarding same (.2).	Ferraioli, Raff	2.50	1,775.00
15-May-20	Discuss marshaling with R. Ferraioli and S. Rappoport.	Greer, Jocelyn Edith	0.90	729.00
15-May-20	Review presentation regarding unencumbered value.	Levitt, Jamie A.	0.80	1,060.00
15-May-20	Review ResCap decision regarding adequate protection (1.7); review presentation regarding unencumbered assets (.7); discuss same with R. Ferraioli (.3); discuss marshaling with R. Ferraioli and J. Greer (.9).	Rappoport, Steve	3.60	3,348.00
15-May-20	Review and revise draft presentation to Committee regarding unencumbered assets.	Richards, Erica J.	2.10	2,089.50
18-May-20	Call with Perella regarding adequate protection analysis (.6); review and revise updated unencumbered value presentation for Committee (1.3); review T. Goren comments to same (.2).	Damast, Craig A.	2.10	2,079.00
18-May-20	Analyze comments to presentation regarding unencumbered assets (.3); revise same (1.3); call with J. Greer and C. Gunner regarding unencumbered value and marshaling (.8); correspond with Alix regarding recovery analysis (.1); call with Perella regarding adequate protection analysis (.6).	Ferraioli, Raff	3.10	2,201.00
18-May-20	Review and revise presentation to Committee regarding potential unencumbered assets (.9); call with Perella regarding adequate protection analysis (.6); review research regarding same (.8).	Goren, Todd M.	2.30	2,817.50
18-May-20	Call with Perella regarding adequate protection analysis (.6); call with C. Gunner and R. Ferraioli regarding unencumbered value and marshaling (.8).	Greer, Jocelyn Edith	1.40	1,134.00
18-May-20	Call with J. Greer and R. Ferraioli regarding unencumbered value and marshaling.	Gunner, Claire	0.80	648.00
18-May-20	Call with Perella regarding adequate protection analysis.	Levitt, Jamie A.	0.60	795.00
18-May-20	Review and analyze material transactions regarding presentation to Committee in connection with unencumbered assets.	Marines, Jennifer L.	1.70	2,040.00
18-May-20	Review materials regarding adequate protection claims (.8); review analysis of unencumbered value presentation (.7); call with Perella regarding adequate protection analysis (.6).	Marinuzzi, Lorenzo	2.10	2,992.50

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Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
18-May-20	Correspond with P. Dopsch regarding Committee presentation regarding potential unencumbered assets (.3); correspond with R. Ferraioli regarding same (.1).	Melendez, Miranda B.	0.40	284.00
18-May-20	Review and revise draft of Committee presentation regarding analysis of unencumbered value (1.7); call with Perella regarding adequate protection analysis (.6).	Richards, Erica J.	2.30	2,288.50
19-May-20	Analyze comments to (.4) and revise (.5) presentation regarding analysis of unencumbered value; conduct and analyze legal research regarding same (.7).	Ferraioli, Raff	1.60	1,136.00
19-May-20	Correspond with C. Gunner, S. Rappoport and R. Ferraioli regarding marshaling research.	Greer, Jocelyn Edith	0.30	243.00
19-May-20	Conduct legal research regarding effect of waiver of marshaling doctrine outside of bankruptcy enforcement context.	Gunner, Claire	2.30	1,863.00
19-May-20	Correspond with internal working group regarding adequate protection arguments and allocation experts (1.1); review Committee presentation regarding analysis of unencumbered value (.6).	Levitt, Jamie A.	1.70	2,252.50
20-May-20	Correspond with internal working group and Perella regarding adequate protection issues (.3); call with Perella regarding adequate protection and recovery model (.6); correspond with B. Mendelsohn (Perella) regarding analysis of unencumbered assets (.3).	Damast, Craig A.	1.20	1,188.00
20-May-20	Call with Perella regarding adequate protection and recovery model (.6); revise presentation regarding analysis of unencumbered value (1.5).	Ferraioli, Raff	2.10	1,491.00
20-May-20	Call with Perella regarding adequate protection and recovery model.	Goren, Todd M.	0.60	735.00
20-May-20	Call with Perella regarding adequate protection and recovery model.	Greer, Jocelyn Edith	0.60	486.00
20-May-20	Conduct legal research regarding effect of waiver of marshaling doctrine outside of bankruptcy enforcement context (1.8); draft summary analysis regarding same (.6).	Gunner, Claire	2.40	1,944.00
20-May-20	Call with Perella regarding adequate protection and recovery model.	Levitt, Jamie A.	0.60	795.00
20-May-20	Review possible settlement structure and legal arguments regarding adequate protection (.8); call with Perella regarding adequate protection and recovery model (.6).	Marinuzzi, Lorenzo	1.40	1,995.00

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Date	Services	Timekeeper	Hours	Value
20-May-20	Review revised presentation regarding analysis of unencumbered value (.6); call with Perella regarding adequate protection and recovery model (.6).	Rappoport, Steve	1.20	1,116.00
20-May-20	Call with Perella regarding adequate protection and recovery model.	Richards, Erica J.	0.60	597.00
20-May-20	Call with Perella regarding adequate protection and recovery model.	Richardson Arnould, Ka	0.60	390.00
21-May-20	Analyze comments to (.4) and revise (.9) presentation regarding analysis of unencumbered value; conduct and analyze legal research regarding adequate protection (.8).	Ferraioli, Raff	2.10	1,491.00
21-May-20	Review and revise presentation to Committee regarding analysis of unencumbered value (.9); call with Perella regarding valuation questions (.8).	Goren, Todd M.	1.70	2,082.50
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets (1.6); review presentation regarding same (.5).	Damast, Craig A.	2.10	2,079.00
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets.	Ferraioli, Raff	1.60	1,136.00
22-May-20	Review Debtors' presentation regarding analysis of unencumbered assets (.7); participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding same (1.6); review updated draft of Committee presentation regarding same (.4).	Goren, Todd M.	2.70	3,307.50
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets.	Greer, Jocelyn Edith	1.60	1,296.00
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets.	Levitt, Jamie A.	1.60	2,120.00
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets (1.6); review Committee draft unencumbered value presentation (.6).	Marinuzzi, Lorenzo	2.20	3,135.00
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets.	Rappoport, Steve	1.60	1,488.00
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets.	Richards, Erica J.	1.60	1,592.00

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Date	Services	Timekeeper	Hours	Value
22-May-20	Participate on call with counsel for Debtors, first lien lenders and indenture trustees regarding Debtors' analysis of unencumbered assets (1.6); review Debtors' presentation regarding same (.7).	Richardson Arnould, Ka	2.30	1,495.00
25-May-20	Review draft of unencumbered value presentation for Committee (1.5); correspond with internal working group regarding research issues in connection with same (.7).	Levitt, Jamie A.	2.20	2,915.00
26-May-20	Correspond with internal working group regarding unencumbered value presentation for Committee and comments (1.4); conduct legal research regarding same (.8); analyze comments to same (.8); revise same (.8).	Damast, Craig A.	3.80	3,762.00
26-May-20	Analyze Debtors' presentation regarding settlement value (.8); conduct and analyze legal research regarding security grant (1.2); correspond with internal working group regarding same (.3); analyze comments to Committee presentation regarding unencumbered value (.7); call with L. Marinuzzi regarding same (.4); revise same (2.4); correspond with internal working group regarding same (.3); analyze draft recovery analysis (.6) and comments to same (.2).	Ferraioli, Raff	6.90	4,899.00
26-May-20	Review and revise presentation to Committee regarding unencumbered value (.6); review and revise Alix presentations regarding same (.6).	Goren, Todd M.	1.20	1,470.00
26-May-20	Review drafts of unencumbered value analysis presentation and correspondence regarding research for same.	Levitt, Jamie A.	2.40	3,180.00
26-May-20	Review and analyze Committee presentation regarding unencumbered value (.4); review and analyze potential unencumbered value and related research included cases cited by Debtors (.7).	Marines, Jennifer L.	1.10	1,320.00
26-May-20	Review and revise Committee presentation regarding unencumbered value (1.8); call with R. Ferraioli regarding same (.4).	Marinuzzi, Lorenzo	2.20	3,135.00
26-May-20	Correspond with P. Dopsch regarding unencumbered value.	Melendez, Miranda B.	0.10	71.00
26-May-20	Review draft presentation to Committee regarding unencumbered value.	Rappoport, Steve	0.40	372.00
26-May-20	Analyze case law cited by Debtors regarding unencumbered asset valuation.	Richards, Erica J.	1.10	1,094.50

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Invoice Number: 5928156
Invoice Date: July 20, 2020

Date	Services	Timekeeper	Hours	Value
26-May-20	Review presentation from Debtors regarding analysis of encumbered assets (.3); summarize same for Committee transmittal (.1); review revised presentation to Committee regarding unencumbered value (.6); correspond with R. Ferraioli regarding status of and revisions to same (.2).	Richardson Arnould, Ka	1.20	780.00
27-May-20	Revise presentation to Committee regarding unencumbered value (1.4); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.60	1,136.00
27-May-20	Review presentation to Committee regarding unencumbered value.	Rappoport, Steve	0.70	651.00
28-May-20	Analyze comments to (.4) and revise (1.2) presentation to Committee regarding unencumbered value; correspond with internal working group regarding same (.3).	Ferraioli, Raff	1.90	1,349.00
29-May-20	Correspond with L. Marinuzzi regarding unencumbered value presentation for Committee.	Damast, Craig A.	0.20	198.00
29-May-20	Call with C. Koster (White & Case) regarding unencumbered value (.2); correspond with E. Richards regarding same (.3); discuss unencumbered value presentation with T. Goren (.4); conduct and analyze legal research regarding unencumbered value and recoveries (1.9); analyze comments to presentation regarding unencumbered value (.7); revise same (2.1); correspond with internal working group regarding same (.2).	Ferraioli, Raff	5.80	4,118.00
29-May-20	Discuss unencumbered value presentation with R. Ferraioli.	Goren, Todd M.	0.40	490.00
30-May-20	Analyze White & Case recovery projection (.3); analyze correspondence regarding same (.2); analyze comments to (.1) and revise (.1) presentation to Committee regarding unencumbered value.	Ferraioli, Raff	0.70	497.00
30-May-20	Review White & Case recovery projection (.4); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.70	857.50
Total: 001	Asset Analysis and Recovery		118.80	112,952.50
Business Operations				
05-May-20	Call with Alix regarding co-performance.	Marinuzzi, Lorenzo	0.50	712.50
15-May-20	Review first day reporting.	Goren, Todd M.	0.30	367.50
Total: 006	Business Operations		0.80	1,080.00
Case Administration				
01-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	40.00

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Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
03-May-20	Update internal database with recent filings.	Guido, Laura	0.20	80.00
04-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	160.00
04-May-20	Update Committee administrative documents (.2); correspond with L. Marinuzzi regarding same (.1).	Richardson Arnould, Ka	0.30	195.00
05-May-20	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	594.00
05-May-20	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	284.00
05-May-20	Participate on weekly professionals' call.	Goren, Todd M.	0.40	490.00
05-May-20	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.40	324.00
05-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
05-May-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.40	480.00
05-May-20	Participate on weekly professionals' call.	Melendez, Miranda B.	0.40	284.00
05-May-20	Participate on weekly professionals' call.	Rappoport, Steve	0.40	372.00
05-May-20	Participate on weekly professionals' call.	Richards, Erica J.	0.40	398.00
05-May-20	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.40	260.00
06-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); compile unredacted filings for delivery to court for filing under seal (.2).	Guido, Laura	0.40	160.00
07-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	160.00
08-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
11-May-20	Analyze recent Uniti SEC filings.	Ferraioli, Raff	0.30	213.00
11-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
12-May-20	Participate on weekly professionals' call.	Damast, Craig A.	0.80	792.00
12-May-20	Participate on weekly professionals' call.	Ferraioli, Raff	0.80	568.00
12-May-20	Participate on weekly professionals' call.	Goren, Todd M.	0.80	980.00
12-May-20	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.80	648.00
12-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.2).	Guido, Laura	0.30	120.00
12-May-20	Participate on weekly professionals' call.	Levitt, Jamie A.	0.80	1,060.00
12-May-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.80	960.00

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Date	Services	Timekeeper	Hours	Value
12-May-20	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.80	1,140.00
12-May-20	Participate on weekly professionals' call.	Melendez, Miranda B.	0.80	568.00
12-May-20	Participate on weekly professionals' call.	Rappoport, Steve	0.80	744.00
12-May-20	Participate on weekly professionals' call.	Richards, Erica J.	0.80	796.00
12-May-20	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.80	520.00
13-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); call with Chambers regarding status conference scheduling (.2).	Guido, Laura	0.40	160.00
14-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	160.00
15-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.3); update case calendar and provide updates to same (.3).	Guido, Laura	0.60	240.00
18-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); submit deposition invoices for processing (.2).	Guido, Laura	0.40	160.00
19-May-20	Participate on weekly professionals' call.	Damast, Craig A.	0.40	396.00
19-May-20	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	284.00
19-May-20	Participate on weekly professionals' call.	Goren, Todd M.	0.40	490.00
19-May-20	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.40	324.00
19-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.6).	Guido, Laura	0.80	320.00
19-May-20	Participate on weekly professionals' call.	Levitt, Jamie A.	0.40	530.00
19-May-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.40	480.00
19-May-20	Participate on weekly professionals' call.	Melendez, Miranda B.	0.40	284.00
19-May-20	Participate on weekly professionals' call.	Rappoport, Steve	0.40	372.00
19-May-20	Participate on weekly professionals' call.	Richards, Erica J.	0.40	398.00
19-May-20	Prepare for (.2) and participate on (.4) weekly professionals' call.	Richardson Arnould, Ka	0.60	390.00
20-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); submit invoices for depositions with Planet Depos (.4).	Guido, Laura	0.60	240.00
21-May-20	Correspond with J. Greer regarding results of research on Perella presentations and privilege/work product (.1); review same (.2).	Damast, Craig A.	0.30	297.00

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21-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	160.00
22-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	120.00
26-May-20	Participate on weekly professionals' call.	Damast, Craig A.	0.80	792.00
26-May-20	Participate on weekly professionals' call.	Ferraioli, Raff	0.80	568.00
26-May-20	Participate on weekly professionals' call (.8); follow-up call with J. Wooding (Alix) regarding same (.3).	Goren, Todd M.	1.10	1,347.50
26-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
26-May-20	Participate on weekly professionals' call.	Levitt, Jamie A.	0.80	1,060.00
26-May-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.80	960.00
26-May-20	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.80	1,140.00
26-May-20	Participate on weekly professionals' call.	Melendez, Miranda B.	0.80	568.00
26-May-20	Participate on weekly professionals' call.	Rappoport, Steve	0.80	744.00
26-May-20	Participate on weekly professionals' call.	Richards, Erica J.	0.80	796.00
26-May-20	Prepare for (.2) and participate on (.8) weekly professionals' call.	Richardson Arnould, Ka	1.00	650.00
27-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	160.00
28-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
29-May-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
Total: 007	Case Administration		33.50	28,460.50
Claims Administration and Objections				
21-May-20	Analyze notices of withdrawal.	Ferraioli, Raff	0.40	284.00
Total: 008	Claims Administration and Objections		0.40	284.00
Employment and Fee Applications				
04-May-20	Prepare MoFo's March fee statement.	Guido, Laura	1.10	440.00
06-May-20	Revise March fee statement (.7); correspond with L. Guido and L. Marinuzzi regarding same (.1).	Ferraioli, Raff	0.80	568.00
08-May-20	Finalize, file and coordinate service of MoFo's March fee statement.	Guido, Laura	0.30	120.00
18-May-20	Correspond with R. Ferraioli regarding March fee statement.	Richardson Arnould, Ka	0.20	130.00

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22-May-20	Finalize invoice regarding fee statement; correspond with Windstream regarding same.	Ferraioli, Raff	0.30	213.00
26-May-20	Correspond with J. Bregman regarding interim fee applications and hold backs.	Ferraioli, Raff	0.10	71.00
Total: 011	Employment and Fee Applications		2.80	1,542.00
Financing and Cash Collateral				
28-May-20	Review final DIP order language regarding adequate protection (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.70	693.00
28-May-20	Review DIP order regarding adequate protection arguments.	Goren, Todd M.	0.30	367.50
Total: 013	Financing and Cash Collateral		1.00	1,060.50
Other Litigation				
01-May-20	Correspond with internal working group regarding indenture trustees' objection to Uniti 9019 settlement motion (.2); review same (.5); review revised objection to backstop motion and supporting Mendelsohn declaration (.9); call with internal working group regarding Uniti 9019 hearing (.9); correspond with internal working group regarding comments to objection to Uniti 9019 settlement motion (.8); review and revise draft of same (.9); correspond with R. Ferraioli regarding same (.3); review and revise motion to seal, proposed order and notice of hearing regarding objections to Uniti 9019 settlement and backstop motions (1.3); correspond with internal working group regarding same and comments (.4); correspond with internal working group (.2) and Committee members (.2) regarding filed versions of Uniti 9019 settlement and backstop objections.	Damast, Craig A.	6.60	6,534.00
01-May-20	Revise sealing motion (.3); discuss same with K. Richardson (.2); correspond with K. Richardson and C. Damast regarding same (.2) draft declaration in support of settlement objection (.8); correspond with L. Guido regarding same (.2); discuss settlement objection with T. Goren (.4); analyze declaration in support of settlement objection (.8); correspond with L. Guido regarding same (.3); analyze Mendelsohn declaration in support of objections to Uniti 9019 settlement and backstop motions (.2); discuss objections with E. Richards (.3); analyze research regarding settlement objection (1.8); analyze comments to (.6) and revise (5.6) Uniti 9019 settlement objection; coordinate filing of same (.4).	Ferraioli, Raff	12.10	8,591.00

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Date	Services	Timekeeper	Hours	Value
01-May-20	Review and revise further updated drafts of Uniti 9019 settlement (1.2) and backstop (.7) motions; review and revise Mendelsohn declaration (.8); review Uniti 90109 settlement objection (.7); discuss same with R. Ferraioli (.4).	Goren, Todd M.	3.80	4,655.00
01-May-20	Review citations to record for objections (.6); compile exhibits for hearing (1.4); call with internal working group regarding Uniti 9019 hearing (.9).	Greer, Jocelyn Edith	2.90	2,349.00
01-May-20	Compile and finalize exhibits to declaration in support of objections to backstop and Uniti 9019 settlement motions (1.7); compile exhibits to L. Marinuzzi declaration (4.1); prepare table of authorities for objection to backstop motion (.7); retrieve cases and orders cited in backstop motion (.7) and Uniti 9019 settlement motion (.9); revise table of authorities for objection to Uniti settlement motion (.5); finalize objections to backstop motion and settlement motion for filing (1.5); prepare and finalize Mendelsohn declaration in support of objections (.2); finalize, file and coordinate service of objections to Uniti 9019 settlement motion, backstop motion and related filings (1.4).	Guido, Laura	11.70	4,680.00
01-May-20	Review Debtors backstop and Uniti 9019 settlement agreement motions (3.3); review revised draft and filed Committee objection to backstop and Uniti 9019 settlement agreement (3.3); review UMB motion papers (1.9); correspond (.1) and call (.9) with internal working group regarding backstop and Uniti 9019 settlement hearing; review Debtor and Committee exhibits for hearing (1.1).	Levitt, Jamie A.	10.60	14,045.00
01-May-20	Review and finalize Committee objection to Uniti 9019 settlement motion (1.7); review and finalize Committee objection to backstop motion (.8); review UMB draft objection to Uniti 9019 settlement motion (.6); review S. Rappoport correspondence regarding hearing (.3).	Marinuzzi, Lorenzo	3.40	4,845.00
01-May-20	Review draft objection to backstop motion (1.7); review draft objection to Uniti 9019 settlement motion (1.6); review indenture trustees' objection to same (.9); call with internal working group regarding backstop and Uniti 9019 settlement hearing (.9).	Rappoport, Steve	5.10	4,743.00
01-May-20	Review draft indenture trustees' objection to Uniti 9019 settlement (.8); further revise and finalize B. Mendelsohn (Perella) declaration in support of objections to Uniti 9019 settlement and backstop motions (7.6); discuss objections with R. Ferraioli (.3).	Richards, Erica J.	8.70	8,656.50

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01-May-20	Correspond (.2) and call (.2) with R. Ferraioli regarding sealing motion; review UMB and other sealing motions in connection with same (.4); revise sealing motion (.6); conduct legal research regarding procedural requirements in connection with same (.4); finalize sealing motion (.5); call with internal working group regarding backstop and Uniti 9019 settlement hearing (.9); prepare for same (.9); correspond with L. Marinuzzi regarding same (.1); correspond with E. Richards, C. Damast and R. Ferraioli regarding objections to Uniti 9019 settlement and backstop motions and Debtors' responses to same (.2).	Richardson Arnould, Ka	4.40	2,860.00
02-May-20	Review indenture trustees' objections to Uniti 9019 settlement (.9) and backstop (.3) motions; review Committee exhibits for Uniti 9019 settlement and backstop motions (.2).	Damast, Craig A.	1.40	1,386.00
02-May-20	Review indenture trustees' objection to backstop motion.	Goren, Todd M.	0.80	980.00
02-May-20	Review Committee and indenture trustees' objections to Uniti 9019 settlement and backstop motions.	Greer, Jocelyn Edith	2.20	1,782.00
02-May-20	Review Debtors' exhibits for Uniti 9019 settlement and backstop motions (.6); correspond with Debtors regarding proposal for joint exhibits (.2).	Rappoport, Steve	0.80	744.00
03-May-20	Correspond with S. Rappoport regarding B. Mendelsohn (Perella) direct testimony declaration (.1); review same (.4); review Debtors' direct testimony declarations (1.5); correspond with internal working group regarding Uniti settlement offer from lenders (.3); correspond with internal working group regarding Debtors' direct testimony declarations for hearing in connection with Uniti 9019 and backstop motions (.4).	Damast, Craig A.	2.70	2,673.00
03-May-20	Correspond with internal working group regarding B. Mendelsohn (Perella) declaration and contested hearing regarding Uniti 9019 settlement and backstop objections; analyze correspondence from T. Goren and L. Marinuzzi regarding settlement proposal.	Ferraioli, Raff	0.40	284.00
03-May-20	Correspond with internal working group regarding settlement proposal.	Goren, Todd M.	0.40	490.00
04-May-20	Correspond with internal working group and Kirkland team regarding proposed adjournment of Uniti recharacterization trial.	Damast, Craig A.	0.20	198.00
04-May-20	Draft outline regarding Uniti 9019 settlement.	Ferraioli, Raff	0.80	568.00
04-May-20	Review Uniti 9019 settlement motion papers.	Levitt, Jamie A.	1.80	2,385.00

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04-May-20	Prepare for argument (.7); review Committee and UMB objections to settlement (.7); review iridium analysis (.7).	Marinuzzi, Lorenzo	2.10	2,992.50
04-May-20	Analyze Debtors' filed testimony in connection with backstop objection.	Richards, Erica J.	0.90	895.50
05-May-20	Correspond with internal working group regarding motion in limine for hearing in connection with Uniti 9019 settlement and backstop motions (.2); review same (.2); correspond with internal working group regarding amended B. Mendelsohn (Perella) declaration in connection with objection to backstop motion (.3); correspond with internal working group and Kirkland team regarding proposed adjournment of Uniti recharacterization trial (.2); correspond with S. Rappoport regarding Charter closing statement (.1); review same (.1).	Damast, Craig A.	1.10	1,089.00
05-May-20	Draft Uniti 9019 settlement objection talking points (1.7); correspond with internal working group regarding same (.1); analyze cross-references to trial exhibits in same (.2); analyze responses to Committee and indenture trustees' objections to Uniti 9019 settlement and backstop motions from Elliott and ad hoc group of first lien note holders (.9).	Ferraioli, Raff	2.90	2,059.00
05-May-20	Review and revise updated B. Mendelsohn (Perella) testimony (.4); correspond with Perella regarding same (.2); prepare talking points for hearing regarding backstop motion (1.1); review Debtors' reply regarding backstop (.6) and Uniti 9019 settlement (.9) motions; review N. Leone cross outline (.5); review and revise draft motion in limine (.6) and proposed testimony to strike (.5); correspond with S. Rappoport and J. Winters (White & Case) regarding same (.4).	Goren, Todd M.	5.20	6,370.00
05-May-20	Review Debtors' and other parties' replies to Uniti 9019 settlement and backstop objections.	Greer, Jocelyn Edith	3.10	2,511.00
05-May-20	Prepare selected exhibits for subsequent transmission to witnesses (.9); electronically file and serve motion in limine (.4); prepare potential exhibits for attorney review (.9); review and revise draft talking points memorandum (1.2).	MacCardle, Ken L.	3.40	1,462.00
05-May-20	Review case law cited in Committee's objection to Uniti 9019 settlement motion in preparation for hearing regarding same (3.9); review Debtors' reply to Committee's objection (1.1); review Uniti letter of intent and deposition transcripts (2.6).	Marinuzzi, Lorenzo	7.60	10,830.00
05-May-20	Review and finalize motion in limine.	Rappoport, Steve	2.40	2,232.00

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05-May-20	Analyze replies filed in support of backstop motion (1.2); draft talking points for hearing regarding backstop motion (1.4).	Richards, Erica J.	2.60	2,587.00
06-May-20	Review Debtors' omnibus reply in support of backstop motion (.7) and Uniti 9019 settlement motion (.9); review Uniti's memorandum of law and reply in support of 9019 settlement motion (.7); analyze Elliott's reply in support of Uniti 9019 settlement and backstop motions (.5); analyze 1L ad hoc group's omnibus reply in support of Uniti 9019 settlement and backstop motions (.7); review ad hoc group of Midwest noteholders' statement in support of Uniti 9019 settlement and backstop motions (.3); review Debtors' opposition to Committee's and indenture trustees' motion to strike certain testimony in connection with Uniti 9019 settlement and backstop motions (.4); review summaries of key related pleadings (.6); correspond with Committee regarding same (.1).	Damast, Craig A.	4.90	4,851.00
06-May-20	Analyze and revise Uniti 9019 settlement objection talking points (.4); correspond with internal working group regarding same (.3); analyze trial exhibits regarding talking points for Uniti 9019 settlement objection (.3); analyze Debtors' response in support of Uniti 9019 settlement motion (.6); analyze Charter trial update (.1); analyze trial outlines (1.2) and correspondence (.2) regarding same.	Ferraioli, Raff	3.10	2,201.00
06-May-20	Prepare argument for objection to backstop motion in preparation for hearing regarding same (2.4); review amended settlement order (.4); correspond with internal working group and B. Weiland (Kirkland) regarding same (.3).	Goren, Todd M.	3.10	3,797.50
06-May-20	Prepare selected exhibits for subsequent transmission to witnesses (1.4); prepare potential exhibits for attorney review (.9).	MacCardle, Ken L.	2.30	989.00
06-May-20	Further draft talking points for hearing regarding backstop objection (1.4); prepare cheat sheets of key backstop terms and data (.8); review and comment on draft outlines for backstop depositions (2.4); analyze case law cited in backstop replies (2.9); further analyze replies filed in support of backstop agreement (.3).	Richards, Erica J.	7.80	7,761.00

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Date	Services	Timekeeper	Hours	Value
06-May-20	Analyze objections to Debtors' Uniti 9019 settlement motion and Debtors' response in support thereof (1.4); draft summary of same (1.2); analyze objections to Debtors' backstop commitment motion and Debtors' response in support thereof (.9); draft summary of same (.6); correspond with E. Richards and T. Goren regarding same (.2); analyze comments from E. Richards regarding same (.3); review and prepare L. Marinuzzi exhibits to declaration in connection with May 7 hearing and Committee's objections to Uniti 9019 settlement and backstop motions (1.1); correspond with L. Guido regarding same (.4).	Richardson Arnould, Ka	6.10	3,965.00
07-May-20	Correspond with L. Marinuzzi regarding settlement objection talking points and analysis of trial exhibits in connection with same.	Ferraioli, Raff	0.20	142.00
11-May-20	Review proposed Uniti 9019 settlement (.4) and backstop (.3) orders.	Goren, Todd M.	0.70	857.50
11-May-20	Review proposed Uniti 9019 settlement order and correspondence from J. Winters (White & Case) to company regarding same.	Marinuzzi, Lorenzo	0.70	997.50
12-May-20	Review Uniti 9019 settlement and backstop orders.	Levitt, Jamie A.	0.70	927.50
12-May-20	Analyze revised backstop and Uniti 9019 settlement orders.	Richardson Arnould, Ka	0.60	390.00
18-May-20	Review potential litigation claims analysis in connection with Charter litigation.	Levitt, Jamie A.	1.30	1,722.50
20-May-20	Correspond with S. Rappoport regarding possible damages in Charter litigation.	Damast, Craig A.	0.20	198.00
26-May-20	Discuss Windstream recharacterization research findings and strategy with P. Dopsch.	Belcastro, Thomas Dome	0.60	336.00
26-May-20	Review indenture trustees' notice of appeal of order approving Uniti settlement.	Damast, Craig A.	0.10	99.00
26-May-20	Discuss Windstream recharacterization research findings and strategy with T. Belcastro.	Dopsch, Peter C.	0.60	735.00
26-May-20	Call with White & Case regarding backstop and Uniti 9019 settlement order appeal.	Goren, Todd M.	0.60	735.00
26-May-20	Call with White & Case regarding backstop and Uniti 9019 settlement order appeal (.6); correspond with Katten regarding Charter litigation status (.3); call with J. Winters (White & Case) regarding backstop order appeal (.2).	Greer, Jocelyn Edith	1.10	891.00
26-May-20	Review notice of indenture trustees' appeal of settlement order and consider possible Committee appeal (.4); review correspondence regarding same (.2).	Levitt, Jamie A.	0.60	795.00

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26-May-20	Call with C. Shore (White & Case) regarding possible appeal of Uniti 9019 settlement order (.4); review strategy for appeal (.5); review case law and related analysis regarding encumbrances of pre-petition litigation claims and timing of creation for recharacterization claims (1.2).	Marinuzzi, Lorenzo	2.10	2,992.50
26-May-20	Call with White & Case regarding backstop and Uniti 9019 order appeal.	Rappoport, Steve	0.60	558.00
28-May-20	Conduct legal research regarding Committee definitions related to Uniti recharacterization (1.2); call with P. Dopsch regarding same (.5).	Belcastro, Thomas Dome	1.70	952.00
28-May-20	Call with T. Belcastro regarding research in connection with Committee definitions related to Uniti recharacterization.	Dopsch, Peter C.	0.50	612.50
30-May-20	Call with B. Hermann (Paul Weiss) regarding possible plan settlement (.4); review and revise Committee presentation for Judge Chapman in her capacity as mediator (.7); review White & Case proposed litigation success presentation (.5); correspond with C. Shore (White & Case) regarding same (.3).	Marinuzzi, Lorenzo	1.90	2,707.50
31-May-20	Conduct legal research regarding scope of uniform commercial code Article 9 in relation to Uniti recharacterization.	Belcastro, Thomas Dome	1.20	672.00
Total: 014	Other Litigation		155.40	147,361.50
Meetings and Communications with Creditors				
01-May-20	Correspond with Committee regarding reservation of rights in connection with disclosure statement and objections to backstop and Uniti 9019 settlement motions.	Ferraioli, Raff	0.10	71.00
01-May-20	Review G. Amato (creditor) correspondence regarding allegations of fraud on court.	Marinuzzi, Lorenzo	0.30	427.50
05-May-20	Correspond with K. Richardson regarding upcoming Committee call (.3); review agenda and Committee update (.3).	Damast, Craig A.	0.60	594.00
05-May-20	Draft Committee update and analyze agenda for upcoming Committee call; correspond with K. Richardson regarding same.	Ferraioli, Raff	0.40	284.00
05-May-20	Correspond with Committee regarding call and update.	Goren, Todd M.	0.30	367.50
05-May-20	Call with S. Williams (AAA counsel) regarding status of plan litigation.	Marinuzzi, Lorenzo	3.10	4,417.50

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05-May-20	Review docket and draft agenda for upcoming Committee call (.3); revise same per comments from C. Damast (.1); correspond with J. Wooding (Alix), F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.2); review trading update for Committee from Perella (.1); review financial presentation for Committee from Alix (.4); correspond with R. Ferraioli regarding substance of Committee transmittal for upcoming call (.3); revise same for circulation (.3).	Richardson Arnould, Ka	1.70	1,105.00
06-May-20	Prepare for (.2) and participate on (.4) weekly Committee call.	Damast, Craig A.	0.60	594.00
06-May-20	Prepare for (.2) and participate on (.4) weekly Committee call.	Ferraioli, Raff	0.60	426.00
06-May-20	Prepare for (.2) and participate on (.4) weekly Committee call.	Goren, Todd M.	0.60	735.00
06-May-20	Participate on weekly Committee call.	Levitt, Jamie A.	0.40	530.00
06-May-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.40	480.00
06-May-20	Prepare for (.2) and participate on (.4) weekly Committee call.	Marinuzzi, Lorenzo	0.60	855.00
06-May-20	Participate on weekly Committee call.	Melendez, Miranda B.	0.40	284.00
06-May-20	Participate on weekly Committee call.	Richards, Erica J.	0.40	398.00
06-May-20	Prepare for (.1) and participate on (.4) weekly Committee call; correspond with Committee regarding Charter trial update and May 7 hearing (.2).	Richardson Arnould, Ka	0.70	455.00
07-May-20	Review and revise correspondence to Committee regarding May 7 hearing.	Goren, Todd M.	0.30	367.50
07-May-20	Revise transmittal to Committee regarding outcome of May 7 hearing per comments from T. Goren (.2); correspond with Committee regarding May 7 hearing and continued hearing on May 8 (.2).	Richardson Arnould, Ka	0.40	260.00
08-May-20	Review and revise hearing update for Committee.	Goren, Todd M.	0.30	367.50
08-May-20	Review and revise draft hearing update for Committee.	Richards, Erica J.	0.20	199.00
08-May-20	Draft transmittal to Committee regarding May 8 hearing update.	Richardson Arnould, Ka	0.30	195.00
11-May-20	Call with E. Wilson (Kelley Drye) regarding plan status.	Goren, Todd M.	0.40	490.00
11-May-20	Correspond with G. Amato (creditor) regarding status of plan and distributions (.2); call with E. Wilson (Kelly Drye) regarding plan status (.4); call with V. Jelesovic (creditor) regarding status of settlement (.3).	Marinuzzi, Lorenzo	0.90	1,282.50

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11-May-20	Call with counsel for unsecured creditors with questions regarding plan treatment.	Richards, Erica J.	0.10	99.50
12-May-20	Correspond with internal working group regarding upcoming Committee call (.4); review agenda for same (.1); correspond with Perella team regarding materials for upcoming Committee call (.1).	Damast, Craig A.	0.60	594.00
12-May-20	Analyze transmittal and agenda for upcoming Committee call.	Ferraioli, Raff	0.10	71.00
12-May-20	Review and revise agenda and transmittal in connection with upcoming Committee call (.3); correspond with internal working group regarding same (.1).	Goren, Todd M.	0.40	490.00
12-May-20	Draft agenda for upcoming Committee call (.4); review proposed revised disclosure statement order and update schedule of materials dates (.2); correspond with J. Wooding (Alix), F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.2); review trading update for Committee from Perella (.1); review industry update from Perella (.2); review financial presentation for Committee from Alix (.3); provide J. Wooding (Alix) with comments to same (.2); draft Committee transmittal in advance of upcoming call (.3); revise same per comments from T. Goren (.2).	Richardson Arnould, Ka	2.10	1,365.00
13-May-20	Prepare for (.2) and participate on (.4) weekly Committee call.	Damast, Craig A.	0.60	594.00
13-May-20	Prepare for (.1) and participate on (.4) weekly Committee call.	Ferraioli, Raff	0.50	355.00
13-May-20	Prepare for (.3) and participate on (.4) weekly Committee call.	Goren, Todd M.	0.70	857.50
13-May-20	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.40	324.00
13-May-20	Participate on weekly Committee call.	Levitt, Jamie A.	0.40	530.00
13-May-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.40	480.00
13-May-20	Prepare for (.3) and participate on (.4) weekly Committee call.	Marinuzzi, Lorenzo	0.70	997.50
13-May-20	Participate on weekly Committee call.	Melendez, Miranda B.	0.40	284.00
13-May-20	Participate on weekly Committee call.	Rappoport, Steve	0.40	372.00
13-May-20	Correspond with counsel for unsecured creditors regarding plan treatment (.1); participate on weekly Committee call (.4).	Richards, Erica J.	0.50	497.50
13-May-20	Prepare for (.2) and participate on (.4) weekly Committee call.	Richardson Arnould, Ka	0.60	390.00
19-May-20	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.2).	Damast, Craig A.	0.40	396.00

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Date	Services	Timekeeper	Hours	Value
19-May-20	Analyze agenda for upcoming Committee call and correspond with K. Richardson regarding same; analyze trading update for upcoming Committee call.	Ferraioli, Raff	0.20	142.00
19-May-20	Review and revise correspondence and agenda for upcoming Committee call.	Goren, Todd M.	0.30	367.50
19-May-20	Call with S. Friedman (investor) regarding plan status.	Marinuzzi, Lorenzo	0.40	570.00
19-May-20	Draft agenda for upcoming Committee call (.3); correspond with R. Ferraioli regarding agenda items (.1); correspond with J. Wooding (Alix), F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.2); review trading update for Committee from Perella (.1); review financial presentation for Committee from Alix (.6); call with S. Weiner (Alix) regarding comments to same (.2); draft Committee transmittal in advance of upcoming call (.2); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	1.80	1,170.00
20-May-20	Prepare for (.3) and participate on (.4) weekly Committee call.	Damast, Craig A.	0.70	693.00
20-May-20	Participate on weekly Committee call.	Ferraioli, Raff	0.40	284.00
20-May-20	Prepare for (.2) and participate on (.4) weekly Committee call.	Goren, Todd M.	0.60	735.00
20-May-20	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.40	324.00
20-May-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.40	480.00
20-May-20	Prepare for (.1) and participate on (.4) weekly Committee call.	Marinuzzi, Lorenzo	0.50	712.50
20-May-20	Participate on weekly Committee call.	Melendez, Miranda B.	0.40	284.00
20-May-20	Participate on weekly Committee call.	Rappoport, Steve	0.40	372.00
20-May-20	Participate on weekly Committee call (.4); correspond with counsel for unsecured creditor regarding claims treatment (.3).	Richards, Erica J.	0.70	696.50
20-May-20	Prepare for (.1) and participate on (.4) weekly Committee call; correspond with L. Marinuzzi regarding same (.1).	Richardson Arnould, Ka	0.60	390.00
22-May-20	Calls with D. Terrigino (.3) and A. Holes (unsecured creditors) (.5) regarding case status; correspond with L. Marinuzzi regarding same (.3).	Ferraioli, Raff	1.10	781.00
26-May-20	Correspond with K. Richardson regarding upcoming Committee call (.4); review agenda and correspondence to Committee and revise same (.3); correspond with L. Marinuzzi regarding same (.1).	Damast, Craig A.	0.80	792.00

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Invoice Number: 5928156
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Date	Services	Timekeeper	Hours	Value
26-May-20	Draft agenda for upcoming Committee call (.3); revise same per comments from C. Damast and L. Marinuzzi (.2); correspond with J. Wooding (Alix), and F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.2); review trading update for Committee from Perella (.1); review financial presentation for Committee from Alix (.5); correspond with J. Wooding (Alix) regarding comments to same (.2); review sensitivity analysis of potential recoveries for general unsecured creditors prepared by Alix (.4) and analyze internal correspondence regarding revisions to same (.3); draft Committee transmittal in advance of upcoming call (.2); revise same per comments from T. Goren and L. Marinuzzi (.2).	Richardson Arnould, Ka	2.60	1,690.00
27-May-20	Prepare for (.4) and participate on (.8) weekly Committee call.	Damast, Craig A.	1.20	1,188.00
27-May-20	Participate on weekly Committee call.	Ferraioli, Raff	0.80	568.00
27-May-20	Prepare for (.3) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.10	1,347.50
27-May-20	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.80	648.00
27-May-20	Participate on weekly Committee call (.8); review allocation presentation and revisions to same (.6).	Levitt, Jamie A.	1.40	1,855.00
27-May-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.80	960.00
27-May-20	Prepare for (.6) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.40	1,995.00
27-May-20	Participate on weekly Committee call.	Melendez, Miranda B.	0.80	568.00
27-May-20	Participate on weekly Committee call.	Rappoport, Steve	0.80	744.00
27-May-20	Participate on weekly Committee call.	Richards, Erica J.	0.80	796.00
27-May-20	Prepare for (.1) and participate on (.8) weekly Committee call.	Richardson Arnould, Ka	0.90	585.00
30-May-20	Respond to creditor inquiry regarding voting status.	Richards, Erica J.	0.10	99.50
Total: 015	Meetings and Communications with Creditors		46.50	45,719.50

Plan and Disclosure Statement

01-May-20	Review revised order approving disclosure statement and solicitation procedures and related exhibits.	Damast, Craig A.	0.30	297.00
01-May-20	Review and revise statement regarding disclosure statement (.3); review updated plan and disclosure statement (.4).	Goren, Todd M.	0.70	857.50
01-May-20	Prepare, file and coordinate service of limited objection to disclosure statement.	Guido, Laura	0.20	80.00
01-May-20	Review draft and Committee's filed statement of reservation of rights regarding disclosure statement.	Levitt, Jamie A.	0.80	1,060.00

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Date	Services	Timekeeper	Hours	Value
01-May-20	Review updated markup of plan and disclosure statement reflecting Committee requested changes (.9); review and finalize Committee statement regarding disclosure statement (.3).	Marinuzzi, Lorenzo	1.20	1,710.00
03-May-20	Review Committee's statement and reservation of rights regarding motion to approve disclosure statement and solicitation procedures (.2); review indenture trustees' objection to disclosure statement (.6).	Damast, Craig A.	0.80	792.00
04-May-20	Review lead plaintiff's objection to disclosure statement and solicitation procedures (.4); correspond with internal working group regarding current versions of proposed order approving disclosure statement and solicitation procedures (.2); review same (.2); correspond with internal working group and Kirkland team regarding updated drafts of amended plan and disclosure statement (.4); review same (.5).	Damast, Craig A.	1.70	1,683.00
04-May-20	Review revised drafts of plan and disclosure statement (.8); review correspondence regarding same (.4).	Levitt, Jamie A.	1.20	1,590.00
04-May-20	Review further revised disclosure statement approval order.	Richards, Erica J.	0.40	398.00
05-May-20	Correspond with internal working group and Kirkland team regarding current draft of disclosure statement and solicitation materials and resolution of Committee's objection thereto (.3); correspond with internal working group regarding disclosure statement hearing (.2); review docket regarding same (.2).	Damast, Craig A.	0.70	693.00
05-May-20	Call with E. Wilson (Kelly Drye) regarding possible plan settlement structure.	Goren, Todd M.	0.40	490.00
05-May-20	Review reply papers regarding disclosure statement motion.	Levitt, Jamie A.	1.40	1,855.00
05-May-20	Call with C. Shore (White & Case) regarding possible plan settlement (.4); call with E. Wilson (Kelly Drye) regarding possible plan settlement structure (.4); call with S. Lovett (Paul Weiss) regarding possible plan settlement construct (.3); call with B. Weiland (Kirkland) regarding possible settlement (.3); call with J. Grudus (AT&T) and B. Lohan (AT&T) regarding settlement framework (.4); review updated disclosure statement from Kirkland (.8).	Marinuzzi, Lorenzo	2.60	3,705.00
05-May-20	Review further revisions to plan and disclosure statement.	Richards, Erica J.	0.40	398.00

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Date	Services	Timekeeper	Hours	Value
05-May-20	Analyze objections to Debtors' disclosure statement (2.2); draft summary of same (1.6).	Richardson Arnould, Ka	3.80	2,470.00
06-May-20	Review Debtors' omnibus reply to objections to disclosure statement (.4); correspond with internal working group and Kirkland team regarding final revisions to disclosure statement (.4); review filed first amended plan (.3); review filed first amended disclosure statement (.8).	Damast, Craig A.	1.90	1,881.00
06-May-20	Review Debtors' reply regarding disclosure statement objections (.3); review proposed changes to disclosure statement (.4).	Goren, Todd M.	0.70	857.50
09-May-20	Correspond with internal working group and Kirkland team regarding revised disclosure statement order (.4); review same (.6); correspond with internal working group and Kirkland team regarding proposed confirmation timeline and discovery schedule (.4).	Damast, Craig A.	1.40	1,386.00
09-May-20	Analyze revised disclosure statement (.2); analyze correspondence from L. Marinuzzi and T. Goren regarding same (.1).	Ferraioli, Raff	0.30	213.00
09-May-20	Review revised disclosure statement documents (.7); correspond with Kirkland regarding same (.2).	Goren, Todd M.	0.90	1,102.50
09-May-20	Review revised plan, disclosure statement and disclosure statement order.	Richards, Erica J.	0.40	398.00
11-May-20	Correspond with internal working group and Kirkland team regarding revised plan, disclosure statement and proposed confirmation schedule (.6); review current drafts of amended plan and disclosure statement (.7).	Damast, Craig A.	1.30	1,287.00
11-May-20	Correspond with White & Case and Debtors regarding confirmation schedule (.4); call with J. Luze (Kirkland) regarding same (.2); review updated disclosure statement order (.6); correspond with L. Marinuzzi regarding same (.2).	Goren, Todd M.	1.40	1,715.00
11-May-20	Review revised disclosure statement (.8); review revised plan (.3); review revised disclosure statement order (.5); correspond with J. Luze (Kirkland) regarding dates for hearings (.3); correspond with C. Shore (White & Case) regarding plan confirmation timeline (.5); review schedule for plan discovery and related notices (.5); correspond with J. Luze regarding proposed plan confirmation schedule (.3); correspond with S. Lovett (Paul Weiss) regarding plan settlement discussions (.2).	Marinuzzi, Lorenzo	3.40	4,845.00
12-May-20	Correspond with L. Marinuzzi and Paul Weiss regarding plan settlement discussions.	Damast, Craig A.	0.20	198.00

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Date	Services	Timekeeper	Hours	Value
12-May-20	Correspond with Court regarding plan confirmation timeline (.3); correspond with White & Case and Debtors regarding same (.3); call with C. Shore (White & Case) regarding same (.2).	Goren, Todd M.	0.80	980.00
12-May-20	Review correspondence with lenders regarding plan negotiations (.6); review revised disclosure statement order and proposed timeline for confirmation hearing (.7); review correspondence regarding confirmation timeline (.3).	Levitt, Jamie A.	1.60	2,120.00
13-May-20	Conduct legal research regarding recharacterization and fraudulent transfer settlements and allocation issues (2.2); correspond with internal working group regarding status of discussions with parties in connection with plan confirmation and hearing schedule (.6).	Damast, Craig A.	2.80	2,772.00
13-May-20	Correspond with White & Case and Kirkland regarding confirmation schedule (.6); review potential arguments for confirmation objections (.7).	Goren, Todd M.	1.30	1,592.50
13-May-20	Review strategy regarding confirmation and legal arguments regarding entitlement to distributions, outline arguments and necessary facts for developing case (2.4); call with J. Luze (Kirkland) regarding scheduling confirmation (.4); correspond with litigators regarding plan confirmation schedule (.3).	Marinuzzi, Lorenzo	3.10	4,417.50
13-May-20	Review plan and disclosure statement for plan litigation (1.2); review potential changes to proposed confirmation schedule, discovery and objection dates and deadlines (.4).	Rappoport, Steve	1.60	1,488.00
13-May-20	Call with J. Wooding (Alix) regarding preparation of updated waterfall analysis.	Richards, Erica J.	0.20	199.00
14-May-20	Correspond with internal working group regarding adequate protection issues and litigation strategy for confirmation (.5); correspond with internal working group regarding proposed confirmation schedule, discovery and objection dates and deadlines (.5); correspond with internal working group regarding entry of disclosure statement, approval order and confirmation timeline (.4); review correspondence with Committee regarding same and comments thereto (.4); review solicitation version of disclosure statement (.2); correspond with R. Ferraioli regarding allocation of proceeds presentation (.3); conduct and analyze legal research regarding same (.5).	Damast, Craig A.	2.80	2,772.00

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Date	Services	Timekeeper	Hours	Value
14-May-20	Analyze revised proposed confirmation schedule and correspondence regarding same (.2); review correspondence to Committee regarding same and solicitation versions of plan and disclosure statement (.1).	Ferraioli, Raff	0.30	213.00
14-May-20	Review disclosure statement order (.9); correspond with Committee regarding same (.2); call with Kirkland regarding plan schedule (.3); call with White & Case regarding same (.5).	Goren, Todd M.	1.90	2,327.50
14-May-20	Call with Kirkland regarding plan schedule (.3); call with White & Case regarding same (.5).	Greer, Jocelyn Edith	0.80	648.00
14-May-20	Review disclosure statement order (.9) and internal working group's correspondence regarding same (.5).	Levitt, Jamie A.	1.40	1,855.00
14-May-20	Call with Kirkland regarding plan schedule (.3); call with White & Case regarding same (.5); review materials regarding adequate protection claims as part of plan (.5).	Marinuzzi, Lorenzo	1.30	1,852.50
14-May-20	Review plan and disclosure statement in advance of call with regarding schedule for plan confirmation (1.1); call with Kirkland regarding same (.3); call with White & Case regarding same (.5).	Rappoport, Steve	1.90	1,767.00
14-May-20	Analyze revised disclosure statement order (.9); draft Committee update (.2); revise same per comments from T. Goren (.2).	Richardson Arnould, Ka	1.30	845.00
15-May-20	Call with internal working group regarding confirmation strategy and next steps.	Dopsch, Peter C.	1.10	1,347.50
15-May-20	Call with internal working group regarding confirmation strategy and next steps (1.1); analyze related research topics and next steps (.2).	Ferraioli, Raff	1.30	923.00
15-May-20	Call with internal working group regarding confirmation strategy and next steps (1.1); correspond with internal working group and S. Lovett (Paul Weiss) regarding plan negotiations (.2); correspond with internal working group regarding potential experts (.3).	Goren, Todd M.	1.60	1,960.00
15-May-20	Call with internal working group regarding confirmation strategy and next steps.	Greer, Jocelyn Edith	1.10	891.00
15-May-20	Call with internal working group regarding confirmation strategy and next steps (1.1); review correspondence regarding same (.3).	Levitt, Jamie A.	1.40	1,855.00

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Date	Services	Timekeeper	Hours	Value
15-May-20	Call with S. Lovett (Paul Weiss) regarding meeting to review plan positions (.4); draft memorandum to internal working group regarding S. Lovett call and next steps (.4); review preparation of analysis of Committee positions regarding plan dispute and timing (.6); review framework for 1129 plan objections (.6); call with internal working group regarding confirmation strategy and next steps (1.1).	Marinuzzi, Lorenzo	3.10	4,417.50
15-May-20	Call with internal working group regarding confirmation strategy and next steps.	Rappoport, Steve	1.10	1,023.00
15-May-20	Call with internal working group regarding confirmation strategy and next steps (1.1); follow-up correspondence with Alix and Perella regarding same (.3); correspond with Alix and Perella regarding preparation of updated waterfall analysis (.4).	Richards, Erica J.	1.80	1,791.00
15-May-20	Call with internal working group regarding confirmation strategy and next steps (1.1); draft outline to confirmation litigation (.4); correspond with E. Richards and R. Ferraioli regarding same (.1).	Richardson Arnould, Ka	1.60	1,040.00
18-May-20	Correspond with internal working group regarding confirmation litigation outline (.2); review same (.4).	Damast, Craig A.	0.60	594.00
18-May-20	Review possible plan settlement framework (.4); review correspondence from B. Mendelsohn (Perella) regarding possible settlement offer (.3).	Marinuzzi, Lorenzo	0.70	997.50
18-May-20	Review draft outline of plan objections (.9); review and revise draft chart analyzing potential avoidance actions in connection with third-party avoidance actions (.4).	Richards, Erica J.	1.30	1,293.50
18-May-20	Analyze SEC filings and identify material pre-petition transactions (2.3); review correspondence regarding same from Alix (.3); correspond with E. Richards regarding same (.1); analyze comments from same and revise summary of transactions (.4); correspond with Alix regarding analysis pertaining to certain transactions (.3); revise summary accordingly (.4); correspond with internal working group regarding confirmation litigation outline and summary of material pre-petition transactions (.3).	Richardson Arnould, Ka	4.10	2,665.00
19-May-20	Correspond with L. Marinuzzi regarding plan confirmation, allocation issues and possible mediation.	Damast, Craig A.	0.20	198.00
19-May-20	Review litigation outline for plan confirmation.	Rappoport, Steve	0.30	279.00

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Date	Services	Timekeeper	Hours	Value
21-May-20	Review revised draft of unencumbered value presentation for Committee (.7); correspond with internal working group regarding same and comments (.4).	Damast, Craig A.	1.10	1,089.00
21-May-20	Call with potential expert regarding plan (.4); correspond with Debtors, Perella and Alix regarding plan presentation (.2); review and analyze outline of potential plan objection (.7).	Goren, Todd M.	1.30	1,592.50
21-May-20	Finalize and file letter to court regarding confirmation schedule.	Greer, Jocelyn Edith	1.30	1,053.00
22-May-20	Review presentation from Debtors and 1Ls regarding plan and adequate protection.	Marinuzzi, Lorenzo	0.40	570.00
24-May-20	Correspond with L. Marinuzzi regarding discussion with B. Hermann (Paul Weiss) and possible plan settlement parameters.	Damast, Craig A.	0.10	99.00
24-May-20	Calls with B. Hermann (Paul Weiss) regarding possible plan settlement (.5); correspond with Committee professionals regarding potential plan settlement framework (.4).	Marinuzzi, Lorenzo	0.90	1,282.50
26-May-20	Correspond with internal working group and Judge Drain regarding maintaining current confirmation hearing and schedule (.3); correspond with R. Ferraioli regarding objection to confirmation (.3).	Damast, Craig A.	0.60	594.00
26-May-20	Review research regarding potential plan objection.	Goren, Todd M.	0.90	1,102.50
26-May-20	Review court order regarding confirmation hearing schedule.	Levitt, Jamie A.	0.30	397.50
26-May-20	Review and revise draft waterfall presentation.	Marinuzzi, Lorenzo	0.40	570.00
27-May-20	Correspond with L. Marinuzzi regarding possible plan settlement discussions.	Damast, Craig A.	0.20	198.00
27-May-20	Call with B. Hermann (Paul Weiss) regarding possible plan settlement (.3); draft memorandum to internal working group regarding plan settlement discussions (.3).	Marinuzzi, Lorenzo	0.60	855.00
28-May-20	Correspond with E. Richards and S. Rappoport regarding plan objection (.1); conduct and analyze legal research regarding same (.3).	Ferraioli, Raff	0.40	284.00
28-May-20	Review proposed confirmation schedule and correspondence with White & Case regarding same.	Goren, Todd M.	0.40	490.00
28-May-20	Correspond with B. Hermann (Paul Weiss) regarding possible plan settlement.	Marinuzzi, Lorenzo	0.30	427.50
29-May-20	Review and revise proposed presentation for Judge Chapman (1.1); correspond with R. Ferraioli and T. Goren regarding legal research questions and confirmation of facts for presentation (.6); review Uniti transaction steps and obligors for presentation to Judge Chapman (.7).	Marinuzzi, Lorenzo	2.40	3,420.00

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Date	Services	Timekeeper	Hours	Value
Total: 017	Plan and Disclosure Statement		84.50	93,110.00
Reporting				
05-May-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
13-May-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
20-May-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
Total: 020	Reporting		0.30	298.50
Tax				
03-May-20	Conduct and analyze legal research regarding treatment of NOLs in bankruptcy.	Kim, Hanna	1.70	952.00
04-May-20	Call with H. Kim and M. Melendez regarding treatment of NOLs in bankruptcy.	Dopsch, Peter C.	1.20	1,470.00
04-May-20	Conduct legal research regarding treatment of NOLs in bankruptcy (4.4); call with P. Dopsch and M. Melendez regarding same (1.2).	Kim, Hanna	5.60	3,136.00
04-May-20	Call with P. Dopsch and H. Kim regarding treatment of NOLs in bankruptcy.	Melendez, Miranda B.	1.20	852.00
04-May-20	Correspond with P. Dopsch and M. Melendez regarding NOL analysis.	Richards, Erica J.	0.20	199.00
05-May-20	Call with P. Dopsch, H. Kim and M. Melendez regarding treatment of NOLs in bankruptcy.	Carbone, Anthony J.	0.60	960.00
05-May-20	Call with A. Carbone, H. Kim and M. Melendez regarding treatment of NOLs in bankruptcy.	Dopsch, Peter C.	0.60	735.00
05-May-20	Call with P. Dopsch, M. Melendez and A. Carbone regarding treatment of NOLs in bankruptcy.	Kim, Hanna	0.60	336.00
05-May-20	Review research findings in connection with valuation of NOLs (.7); call with P. Dopsch, H. Kim and A. Carbone regarding treatment of NOLs in bankruptcy (.6); correspond with E. Richards regarding same (.3).	Melendez, Miranda B.	1.60	1,136.00
06-May-20	Review correspondence and research regarding REIT distribution requirements and potential alternatives, including stock distributions.	Blaivas, Jay	1.20	1,530.00
06-May-20	Call with H. Kim and M. Melendez regarding treatment of NOLs in bankruptcy and status of related research.	Dopsch, Peter C.	0.50	612.50
06-May-20	Conduct and analyze legal research regarding treatment of NOLs in bankruptcy (1.6); call with P. Dopsch and M. Melendez regarding same and status of related research (.5).	Kim, Hanna	2.10	1,176.00
06-May-20	Call with H. Kim and P. Dopsch regarding treatment of NOLs in bankruptcy and status of related research.	Melendez, Miranda B.	0.50	355.00

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Date	Services	Timekeeper	Hours	Value
07-May-20	Conduct and further analyze legal research regarding treatment of NOLs in bankruptcy (2.7); correspond with P. Dopsch and M. Melendez regarding related memorandum (.4).	Kim, Hanna	3.10	1,736.00
11-May-20	Correspond with P. Dopsch and H. Kim regarding analysis relating to valuation of NOLs.	Melendez, Miranda B.	0.20	142.00
15-May-20	Correspond with M. Melendez and P. Dopsch regarding NOL tax attributes.	Ferraioli, Raff	0.20	142.00
15-May-20	Call with M. Melendez regarding NOL tax attributes.	Kim, Hanna	0.70	392.00
15-May-20	Call with H. Kim regarding NOL tax attributes.	Melendez, Miranda B.	0.70	497.00
21-May-20	Conduct legal research regarding NOL precedent in archived Chapter 11 proceedings.	Duggan, Tom*	0.20	75.00
21-May-20	Conduct legal research regarding NOL precedent in archived Chapter 11 proceedings.	Guido, Laura	0.40	160.00
21-May-20	Review analysis regarding ownership of NOLs.	Marinuzzi, Lorenzo	0.50	712.50
22-May-20	Review analysis regarding NOLs and related correspondence with Perella.	Goren, Todd M.	0.40	490.00
25-May-20	Draft memorandum regarding treatment of NOLs in bankruptcy.	Kim, Hanna	2.20	1,232.00
26-May-20	Draft memorandum regarding treatment of NOLs in bankruptcy.	Kim, Hanna	4.40	2,464.00
27-May-20	Further draft memorandum regarding treatment of NOLs in bankruptcy (4.2); review and finalize same for circulation to internal working group (.7).	Kim, Hanna	4.90	2,744.00
27-May-20	Proofread and cite check legal memorandum regarding treatment of NOLs in bankruptcy (.8); correspond with H. Kim regarding same (.2).	Stephenson, Ashley M.	1.00	375.00
Total: 021	Tax		36.50	24,611.00
Valuation				
28-May-20	Analyze research and precedent regarding turnkey valuation issues.	Rappoport, Steve	0.20	186.00
28-May-20	Analyze research and precedent regarding turnkey valuation issues.	Richards, Erica J.	0.20	199.00
29-May-20	Call with Perella regarding valuation analysis.	Goren, Todd M.	0.30	367.50
Total: 022	Valuation		0.70	752.50
Discovery				
01-May-20	Participate in deposition preparation session with B. Mendelsohn (Perella).	Goren, Todd M.	1.90	2,327.50
01-May-20	Review T. Thomas and N. Leone depositions (5.2); participate in deposition preparation session with B. Mendelsohn (Perella) (1.9).	Greer, Jocelyn Edith	7.10	5,751.00

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Date	Services	Timekeeper	Hours	Value
01-May-20	Prepare selected documents for subsequent use as hearing exhibits.	MacCardle, Ken L.	4.90	2,107.00
01-May-20	Participate in deposition preparation session with B. Mendelsohn (Perella) (1.9); review drafts of B. Mendelsohn declaration and exhibits (2.2); review and revise related exhibit list (1.1); correspond with K. MacCardle regarding production of exhibits to Debtors (.4).	Rappoport, Steve	5.60	5,208.00
01-May-20	Participate in deposition preparation session with B. Mendelsohn (Perella).	Richards, Erica J.	1.90	1,890.50
02-May-20	Review B. Mendelsohn (Perella) declaration.	Greer, Jocelyn Edith	0.80	648.00
02-May-20	Prepare B. Mendelsohn (Perella) declaration.	Rappoport, Steve	1.70	1,581.00
02-May-20	Further finalize B. Mendelsohn (Perella) declaration.	Richards, Erica J.	0.20	199.00
03-May-20	Review Debtors' direct testimony declaration for hearing.	Goren, Todd M.	0.90	1,102.50
03-May-20	Call with Debtors, S. Rappoport and White & Case regarding exhibits (.3); correspond with S. Rappoport and K. MacCardle regarding deposition designations (.3); review same (1.1).	Greer, Jocelyn Edith	1.70	1,377.00
03-May-20	File and coordinate service of B. Mendelsohn (Perella) direct testimony declaration.	Guido, Laura	0.30	120.00
03-May-20	Review direct declarations of Debtors and B. Mendelsohn (Perella) declarations (2.6); correspond with internal working group regarding same (.3).	Levitt, Jamie A.	2.90	3,842.50
03-May-20	Revise and serve B. Mendelsohn (Perella) declaration (.9); correspond with White & Case regarding Debtors' positions on exhibit (.4); call with Debtors, J. Greer and White & Case regarding exhibits (.3); coordinate with K. MacCardle regarding declaration (.2); review direct declarations of Debtors (2.1).	Rappoport, Steve	3.90	3,627.00
03-May-20	Review and provide comments to B. Mendelsohn (Perella) direct testimony declaration.	Richards, Erica J.	0.70	696.50
04-May-20	Participate on call with internal working group regarding Debtors' direct testimony declaration, B. Mendelsohn (Perella) declaration and hearing strategy (.9); correspond with S. Rappoport regarding summary of B. Mendelsohn deposition (.1); review same (.1).	Damast, Craig A.	1.10	1,089.00

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Date	Services	Timekeeper	Hours	Value
04-May-20	Attend deposition of B. Mendelsohn (Perella) (telephonically) (partial) (1.1); review summary of same from S. Rappoport (.1); participate on call with internal working group regarding Debtors' direct testimony declarations, B. Mendelsohn (Perella) declaration and hearing strategy (.9); analyze declarations in support of Uniti 9019 settlement and backstop motions (.2).	Ferraioli, Raff	2.30	1,633.00
04-May-20	Review and analyze Debtors' direct testimony declaration (1.8); participate on call with internal working group regarding same, B. Mendelsohn (Perella) declaration and hearing strategy (.9); review and revise testimony from B. Mendelsohn (.8); call (.4) and correspond (.2) with B. Mendelsohn regarding rights offering and testimony; correspond with Debtors regarding page limits and deposition cites (.2); attend deposition of B. Mendelsohn (2.7); call with White & Case regarding same and hearing logistics (.4).	Goren, Todd M.	7.40	9,065.00
04-May-20	Call with White & Case regarding deposition of B. Mendelsohn (Perella) and hearing logistics (.4); attend J. Auman deposition in connection with Charter litigation (2.9); participate on call with internal working group regarding Debtors' direct testimony declarations, B. Mendelsohn (Perella) declaration and hearing strategy (.9); review Debtors' direct testimony declarations (2.2).	Greer, Jocelyn Edith	6.40	5,184.00
04-May-20	Attend deposition of B. Mendelsohn (Perella) (partial) (1.3); review summary of same (.3); participate on call with internal working group regarding Debtors' direct testimony declaration, B. Mendelsohn declaration and hearing strategy (.9); review witness direct testimony declarations (2.2).	Levitt, Jamie A.	4.70	6,227.50
04-May-20	Review update from B. Mendelsohn (Perella) deposition (.3); review N. Leone (.6), A. Wells (.7) and T. Thomas (.6) declarations; participate on call with internal working group regarding Debtors' direct testimony declarations, B. Mendelsohn (Perella) declaration and hearing strategy (.9).	Marinuzzi, Lorenzo	3.10	4,417.50
04-May-20	Review T. Thomas and N. Leone declarations (.8); prepare cross outlines for same (3); participate on call with internal working group regarding Debtors' direct testimony declarations, B. Mendelsohn (Perella) declaration and hearing strategy (.9); prepare for (.8) and attend (2.7) B. Mendelsohn deposition; call with White & Case regarding same and hearing logistics (.4); review amended B. Mendelsohn declaration (.8).	Rappoport, Steve	9.40	8,742.00

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Date	Services	Timekeeper	Hours	Value
04-May-20	Participate on call with internal working group regarding Debtors' direct testimony declarations, B. Mendelsohn (Perella) declaration and hearing strategy (.9); draft amended B. Mendelsohn testimony (.8); attend B. Mendelsohn deposition (2.7).	Richards, Erica J.	4.40	4,378.00
04-May-20	Participate on call with internal working group regarding Debtors' direct testimony declarations, B. Mendelsohn (Perella) declaration and hearing strategy (.9); review T. Thomas (.6) and N. Leon (.4) declarations.	Richardson Arnould, Ka	1.90	1,235.00
05-May-20	Download and update Relativity workspace with Norton Rose document production.	Bergelson, Vadim	1.20	450.00
05-May-20	Analyze and perform security quality of PDF files from document review database.	Blackshear, Alvin	0.20	75.00
05-May-20	Review A. Wells deposition and declaration (4.3); draft A. Wells cross (1.4); review B. Mendelsohn (Perella) deposition (2.1).	Greer, Jocelyn Edith	7.80	6,318.00
05-May-20	Prepare, file and coordinate service of amended B. Mendelsohn declaration.	Guido, Laura	0.30	120.00
05-May-20	Revise and finalize amended B. Mendelsohn (Perella) testimony.	Richards, Erica J.	2.60	2,587.00
06-May-20	Assist in review and preparation of and document review for L. Marinuzzi argument for May 7 hearing.	Marines, Jennifer L.	5.30	6,360.00
08-May-20	Correspond with internal working group regarding plan confirmation-related discovery requests and comments.	Damast, Craig A.	0.40	396.00
08-May-20	Analyze discovery request and comments to same.	Ferraioli, Raff	0.10	71.00
08-May-20	Review and revise updated plan discovery requests (.4); review new disclosure statement language regarding intercompany claims (.3).	Goren, Todd M.	0.70	857.50
08-May-20	Review plan discovery drafts (.6); review plan mechanics for allocation of value (.8).	Marinuzzi, Lorenzo	1.40	1,995.00
08-May-20	Review draft plan discovery.	Rappoport, Steve	0.40	372.00
11-May-20	Correspond with internal working group regarding draft of plan discovery requests (.5); review and revise same (1.3); review plan and disclosure statement regarding same (.4); correspond with C. Shore (White & Case) and R. Howell (Kirkland) regarding discovery requests and confirmation litigation schedule (.2).	Damast, Craig A.	2.40	2,376.00
11-May-20	Analyze plan-related discovery requests and comments to same.	Ferraioli, Raff	0.40	284.00
11-May-20	Revise and circulate draft discovery requests.	Greer, Jocelyn Edith	1.40	1,134.00

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Date	Services	Timekeeper	Hours	Value
11-May-20	Review and revise plan discovery (.5); correspond with J. Greer regarding comments and questions to same (.3).	Marinuzzi, Lorenzo	0.80	1,140.00
11-May-20	Review draft plan discovery (1.2); review redlines of Uniti 9019 and backstop documents to be filed (.4).	Rappoport, Steve	1.60	1,488.00
12-May-20	Correspond with internal working group regarding revised plan-related document requests and discovery (.4); review and revise same (.8); correspond with J. Greer regarding same and revisions (.4); correspond with internal working group regarding proposed plan-related deposition and document production schedules (.3); correspond with internal working group regarding service of plan-related discovery requests (.4).	Damast, Craig A.	2.30	2,277.00
12-May-20	Analyze discovery requests from Committee (.4) and indenture trustees (.2).	Ferraioli, Raff	0.60	426.00
12-May-20	Call with Katten regarding discovery and schedule in connection with June 15 Charter hearing (.3); finalize and serve request for productions (3.9).	Greer, Jocelyn Edith	4.20	3,402.00
12-May-20	Review document requests and deposition notices for plan discovery.	Levitt, Jamie A.	1.10	1,457.50
12-May-20	Review potential timeline for plan discovery (.4); correspond with J. Winters (White & Case) regarding disclosure statement transcript and interpretation of due process for plan discovery (.4); review T. Goren correspondence to Judge Drain regarding disclosure statement order and timeline (.3); discuss possible plan discovery with S. Rappoport (.6); correspond with counsel for first liens regarding plan allocation of value and preparation of presentations on value (.4); call with J. Luze (Kirkland) regarding plan discovery timeline and disclosure statement order (.3).	Marinuzzi, Lorenzo	2.40	3,420.00
12-May-20	Discuss possible plan discovery with L. Marinuzzi (.6); review discovery and schedule in connection with June 15 Charter hearing (1.3); call with Katten regarding same (.3).	Rappoport, Steve	2.20	2,046.00
12-May-20	Review updated plan discovery requests.	Richards, Erica J.	0.20	199.00
13-May-20	Review indenture trustees' joinder in Committee's plan-related discovery requests.	Damast, Craig A.	0.20	198.00
13-May-20	Call with J. Levitt and S. Rappoport regarding discovery.	Greer, Jocelyn Edith	0.50	405.00
13-May-20	Call with J. Greer and S. Rappoport regarding discovery (.5); review correspondence and related materials regarding discovery and timing of hearing (1.1).	Levitt, Jamie A.	1.60	2,120.00

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13-May-20	Call with J. Levitt and J. Greer regarding discovery.	Rappoport, Steve	0.50	465.00
13-May-20	Correspond with J. Greer and process server regarding service of subpoenas on Elliott.	Roy, Joshua A.	0.60	240.00
14-May-20	Review White & Case discovery requests (.8); meet and confer call with Debtors regarding discovery (.8).	Goren, Todd M.	1.60	1,960.00
14-May-20	Schedule (.3) and attend (.8) meet and confer call with Debtors regarding discovery; review correspondence regarding discovery requests (.3).	Greer, Jocelyn Edith	1.40	1,134.00
14-May-20	Meet and confer call with Debtors regarding discovery (.8); review outline of possible plan objections for purposes of discovery focus (.8).	Marinuzzi, Lorenzo	1.60	2,280.00
14-May-20	Draft schedule for plan discovery (.6); meet and confer call with Debtors regarding discovery (.8).	Rappoport, Steve	1.40	1,302.00
14-May-20	Correspond with J. Greer and process server regarding service of subpoenas on Elliott.	Roy, Joshua A.	0.60	240.00
18-May-20	Correspond with White & Case and Kirkland teams regarding plan discovery issues and topics.	Damast, Craig A.	0.30	297.00
18-May-20	Conduct and analyze legal research regarding discovery assignment for J. Greer (.4); correspond with J. Greer and K. Richardson regarding same (.1); analyze correspondence from J. Wooding (Alix) regarding certain pre-petition transactions (.2); analyze correspondence from E. Richards regarding same (.1).	Ferraioli, Raff	0.80	568.00
18-May-20	Review correspondence from J. Winters (White & Case) and Y. French regarding status of discovery.	Goren, Todd M.	0.40	490.00
18-May-20	Call with T. Moore and S. Rappoport regarding privilege research (.5); review Perella retention letter and presentations (.8); correspond with R. Ferraioli and T. Moore regarding same (.2); review Debtors' letter regarding discovery (.8).	Greer, Jocelyn Edith	2.30	1,863.00
18-May-20	Conduct and analyze legal research regarding whether financial valuations are subject to attorney-client or work product privilege (4.4); draft summary of research regarding same (.9); call with S. Rappoport and J. Greer regarding same (.5); review related presentation and engagement documentation (.3).	Moore, Taj	6.10	3,965.00
18-May-20	Review relevant provisions of plan and disclosure statement (.7); call with T. Moore and J. Greer regarding privilege research (.5); review letter from Y. French (.4).	Rappoport, Steve	1.60	1,488.00
18-May-20	Conduct legal research regarding case law in connection with application of attorney-client privilege to third-party financial advisors in bankruptcy proceedings.	Schoerner, Jeffrey M.*	2.00	750.00

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Date	Services	Timekeeper	Hours	Value
19-May-20	Review Kirkland letter regarding Committee's and indenture trustees' discovery requests (.3); correspond with Perella and Alix teams regarding same and additional requests (.5); correspond with S. Rappoport regarding draft correspondence to Kirkland in response to same (.1); review same (.2) and comments thereto (.1); review White & Case letter to Judge Drain regarding same (.2).	Damast, Craig A.	1.40	1,386.00
19-May-20	Analyze correspondence to Debtors regarding discovery and comments to same.	Ferraioli, Raff	0.30	213.00
19-May-20	Call with White & Case regarding discovery status (.3); review Y. French letter regarding discovery (.4); review and revise correspondence to Debtors and White & Case draft letter regarding same (.7); correspond with S. Rappoport and potential expert regarding possible plan confirmation objection (.3).	Goren, Todd M.	1.70	2,082.50
19-May-20	Correspond with T. Moore regarding privilege research.	Greer, Jocelyn Edith	1.10	891.00
19-May-20	Conduct legal research regarding whether financial valuations are subject to attorney-client or work product privilege (2.8); draft research summary regarding same (.6).	Moore, Taj	3.40	2,210.00
19-May-20	Call with White & Case regarding discovery status (.3); conduct legal research regarding potential experts (.8); call with GLG regarding expert (.5); review Debtors' letter regarding discovery (.6); draft correspondence to Debtors regarding discovery (2.3); review draft White & Case letter (.9).	Rappoport, Steve	5.40	5,022.00
19-May-20	Analyze letter from Debtors regarding scope of plan discovery.	Richards, Erica J.	0.10	99.50
19-May-20	Analyze letter from Debtors regarding scope of plan discovery (.5); review proposed letter to Judge Drain from White & Case regarding same (.4).	Richardson Arnould, Ka	0.90	585.00
20-May-20	Meet and confer call with Debtors and supporting parties regarding plan discovery status (.5); review and revise letter to judge regarding same (.3); call with J. Greer and S. Rappoport regarding discovery status (.3).	Goren, Todd M.	1.10	1,347.50
20-May-20	Meet and confer call with Debtors and supporting parties regarding plan discovery status (.5); correspond with Debtors and White & Case regarding discovery (.4); call with T. Goren and S. Rappoport regarding discovery status (.3).	Greer, Jocelyn Edith	1.20	972.00
20-May-20	Review plan discovery timeline modifications suggested by S. Rappoport (.4); review proposed letter to Court regarding plan discovery (.4).	Marinuzzi, Lorenzo	0.80	1,140.00

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Date	Services	Timekeeper	Hours	Value
20-May-20	Prepare for (.7) and attend (.5) meet and confer call with Debtors and supporting parties regarding plan discovery status; call with GLG regarding experts (.6); call with T. Goren and J. Greer regarding discovery status (.3); review privilege research regarding advisor presentations (.9); review and revise letter to court (1.9).	Rappoport, Steve	4.90	4,557.00
21-May-20	Download and update Relativity with Debtors' document productions.	Bergelson, Vadim	1.40	525.00
21-May-20	Review joint letter to Court from Committee and indenture trustees to Judge Drain regarding discovery and confirmation hearing schedule.	Damast, Craig A.	0.30	297.00
21-May-20	Analyze joint letter from Committee and indenture trustees regarding discovery and confirmation hearing schedule (.2); analyze summary of privilege research (.5).	Ferraioli, Raff	0.70	497.00
21-May-20	Review and revise draft letter to Court regarding discovery dispute (.4); call with White & Case regarding same (.5); correspond with J. Greer and S. Rappoport regarding same (.2); review Elliott and 1L responses and objections to discovery requests (.7).	Goren, Todd M.	1.80	2,205.00
21-May-20	Review Debtors' production (4.1); review Elliott responses to request for productions (.6); correspond with S. Rappoport regarding same (.2); review 1L responses to request for productions (.3); correspond with J. Winters (White & Case), L. Marinuzzi, T. Goren and S. Rappoport regarding same (.2); call with White & Case regarding draft letter to Court regarding discovery dispute (.5).	Greer, Jocelyn Edith	5.90	4,779.00
21-May-20	File and coordinate service of joint letter to Court from Committee and indenture trustees regarding discovery and confirmation schedule (.2); submit same to Chambers and core parties (.2).	Guido, Laura	0.40	160.00
21-May-20	Quality check electronic document production.	Keener, Chris**	0.30	99.00
21-May-20	Review Committee and indenture trustees letter to Court regarding discovery and confirmation schedule (.5); correspond with internal working group regarding discovery, fact and expert witnesses (.7).	Levitt, Jamie A.	1.20	1,590.00

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Date	Services	Timekeeper	Hours	Value
21-May-20	Review and revise presentation to Committee regarding adequate protection and extent of liens for plan litigation purposes (1.6); call with C. Shore (White & Case) regarding necessary plan discovery and adequate protection claims under plan (.4); review and revise proposed letter to Court regarding plan discovery and confirmation schedule (.4); correspond with B. Weiland (Kirkland), C. Shore (White & Case) and T. Goren regarding Debtors' presentation on lien claims (.4); call with C. Shore regarding proposed letter to Court (.4); review case law memorandum regarding attorney-client privilege in context of investment banker work (.7).	Marinuzzi, Lorenzo	3.90	5,557.50
21-May-20	Revise memorandum regarding privilege research.	Moore, Taj	0.40	260.00
21-May-20	Revise correspondence regarding privilege research (1.4); call with White & Case regarding letter to Court regarding discovery dispute (.5); review final letter to court (.3); coordinate with J. Greer regarding same (.1); review Elliott and 1L responses to document requests (1.6).	Rappoport, Steve	3.90	3,627.00
21-May-20	Review memorandum regarding privilege research.	Richardson Arnould, Ka	0.30	195.00
22-May-20	Download and update Relativity with Debtors' document productions.	Bergelson, Vadim	1.20	450.00
22-May-20	Correspond with Judge Drain regarding plan discovery dispute (.1); review Kirkland (.3) and 1L as hoc group (.2) letters to Court regarding plan discovery dispute and schedule.	Damast, Craig A.	0.60	594.00
22-May-20	Analyze responsive letters from Debtors and 1L ad hoc group to Court regarding discovery issues and confirmation.	Ferraioli, Raff	0.30	213.00
22-May-20	Review and revise response letters from Debtors and 1L ad hoc group to Court (.5); review potential expert witness candidates (.4).	Goren, Todd M.	0.90	1,102.50
22-May-20	Review Debtors' production.	Greer, Jocelyn Edith	2.80	2,268.00
22-May-20	Review correspondence from Debtors' and Committee regarding discovery issues and confirmation (1.1); correspond with internal working group regarding discovery preparation (.3).	Levitt, Jamie A.	1.40	1,855.00
22-May-20	Review Debtors' presentation (.8); review Debtors' productions (1.6).	Rappoport, Steve	2.40	2,232.00
23-May-20	Review letters from Debtors and 1L ad hoc group to Court regarding discovery for plan confirmation and response to Committee letter.	Marinuzzi, Lorenzo	0.70	997.50
24-May-20	Review recent productions.	Rappoport, Steve	1.00	930.00

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Date	Services	Timekeeper	Hours	Value
26-May-20	Correspond with internal working group regarding preliminary review of Debtors' document production regarding plan discovery (.1); correspond with internal working group, Perella and Alix teams regarding potential experts for confirmation hearing (.2).	Damast, Craig A.	0.30	297.00
26-May-20	Calls with potential expert witnesses for confirmation (.6); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.90	1,102.50
26-May-20	Call with Paul Weiss and White & Case regarding 1L ad hoc group discovery (.4); review of latest production from Debtors (1.2); review letter from Elliott regarding subpoena (.3).	Greer, Jocelyn Edith	1.90	1,539.00
26-May-20	Call with Paul Weiss and White & Case regarding 1L ad hoc group discovery (.4); review discovery responses (.3).	Levitt, Jamie A.	0.70	927.50
26-May-20	Review status of plan discovery (.4); review summary of Debtors' document production from J. Greer (.5).	Marinuzzi, Lorenzo	0.90	1,282.50
26-May-20	Correspond with T. Goren regarding expert witness candidates.	Peck, James Michael	0.20	320.00
26-May-20	Review expert CVs and Q&A responses (2.6); call with GLG regarding experts (.3); call with M. Kirschner regarding expert role (.4); review letter from Elliott regarding subpoena (.6).	Rappoport, Steve	3.90	3,627.00
27-May-20	Download and update Relativity with Debtors' plan confirmation document productions.	Bergelson, Vadim	1.40	525.00
27-May-20	Review Elliott response to document requests (.2); correspond with internal working group regarding proposed confirmation discovery schedule (.2); review same (.2).	Damast, Craig A.	0.60	594.00
27-May-20	Calls with potential expert witnesses (.9); call with litigation team regarding discovery, experts and confirmation objection hearing strategy (.8); call with J. Peck regarding selection of expert witness (.4).	Goren, Todd M.	2.10	2,572.50
27-May-20	Call with litigation team regarding discovery, experts and confirmation objection hearing strategy.	Greer, Jocelyn Edith	0.80	648.00
27-May-20	Conduct and analyze legal research regarding case objections to Rule 45 subpoenas seeking deposition (1.1); draft summary analysis of same (.6).	Gunner, Claire	1.70	1,377.00
27-May-20	Call with litigation team regarding discovery, experts and confirmation objection hearing strategy.	Levitt, Jamie A.	0.80	1,060.00
27-May-20	Review and revise proposed discovery letter to counsel for Elliott.	Marinuzzi, Lorenzo	0.40	570.00

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27-May-20	Call with T. Goren regarding selection of expert witness.	Peck, James Michael	0.40	640.00
27-May-20	Review Debtors' document production (.7); review law regarding motion to compel subpoena compliance (2.3); correspond with Elliott regarding same (.3); call with litigation team regarding discovery, experts and confirmation objection hearing strategy (.8); calls with potential expert witnesses (.9); review expert CVs (.3).	Rappoport, Steve	5.30	4,929.00
28-May-20	Download and update Relativity with Debtors' plan confirmation document production.	Bergelson, Vadim	1.60	600.00
28-May-20	Correspond with internal working group and Elliott's counsel regarding discovery dispute.	Damast, Craig A.	0.20	198.00
28-May-20	Calls with potential experts (.9); follow-up call with S. Rappoport regarding same (.4).	Goren, Todd M.	1.30	1,592.50
28-May-20	Review Debtors' production (2.1); correspond with S. Rappoport regarding same (.1).	Greer, Jocelyn Edith	2.20	1,782.00
28-May-20	Quality check electronic documents.	Keener, Chris**	0.30	99.00
28-May-20	Review potential experts' materials (1.1); review summary of Debtors' production (.6).	Levitt, Jamie A.	1.70	2,252.50
28-May-20	Correspond with Elliott regarding deposition (.4); calls with potential experts (.9); follow-up call with T. Goren regarding same (.4); review document productions and prepare for depositions (1.7); review responses of Debtors to document requests and deposition notice (1.8).	Rappoport, Steve	5.20	4,836.00
29-May-20	Set-up new users in preparation for document review (.5); create new review work stream (.6); setup batches and new coding panel (.6).	Bergelson, Vadim	1.70	637.50
29-May-20	Call with J. Greer regarding Windstream review.	Buckley, Janie C.	0.50	355.00
29-May-20	Correspond with J. Greer regarding Debtors' responses to discovery (.1); review same (.2).	Damast, Craig A.	0.30	297.00
29-May-20	Call with internal working group regarding incoming production (.7); assess and plan review tasks (2.3); review documents produced by Debtors (4.3).	deLacy, Shaun Patrick	7.30	5,913.00
29-May-20	Call with expert regarding potential retention (.4); call with internal working group regarding incoming production (.7); call with J. Winters (White & Case) regarding potential expert testimony (.4); review research regarding potential allocation expert testimony (.7); meet and confer call with Elliott (.8); review proposed amended deposition topics (.1).	Goren, Todd M.	3.10	3,797.50

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29-May-20	Call with internal working group regarding incoming production (.7); correspond with internal working group regarding same (.2); review subpoena to prepare for meet and confer call with Elliott (.4); meet and confer call with Elliott (.8); call with J. Buckley regarding document review (.5).	Greer, Jocelyn Edith	2.60	2,106.00
29-May-20	Review discovery responses (.6); call with internal working group regarding incoming production (.7).	Levitt, Jamie A.	1.30	1,722.50
29-May-20	Call with S. Rappoport regarding retention of potential expert.	Marinuzzi, Lorenzo	0.60	855.00
29-May-20	Call with internal working group regarding incoming productions (.7); review document productions (.7).	Miriyala, Arvind S.	1.40	966.00
29-May-20	Call with internal working group regarding incoming production (.7); call with expert regarding potential retention (.4); call with L. Marinuzzi regarding same (.6); meet and confer call with Elliott (.8); revise topics for Elliott deposition (.6); review briefs from ResCap (1.8); revise schedule and proposed modifications to Debtors (.6); correspond with T. Goren regarding experts (.3); correspond with Debtors regarding allocation (.3).	Rappoport, Steve	6.10	5,673.00
30-May-20	Update Relativity with Debtors confirmation production documents (1.2); create saved searches for internal working group (.4).	Bergelson, Vadim	1.60	600.00
30-May-20	Review Debtors' document production.	deLacy, Shaun Patrick	3.20	2,592.00
30-May-20	Correspond with S. DeLacy regarding document production review (.2); review of documents elevated by S. DeLacy (.5).	Greer, Jocelyn Edith	0.70	567.00
30-May-20	Review White & Case distribution analysis and related correspondence (.3); review Debtors' latest document production (.4); prepare for depositions (1.2).	Rappoport, Steve	1.90	1,767.00
31-May-20	Quality check electronic documents.	Keener, Chris**	0.30	99.00
31-May-20	Review Debtors document production.	Miriyala, Arvind S.	7.70	5,313.00
31-May-20	Prepare for upcoming depositions.	Rappoport, Steve	1.10	1,023.00
Total: 023	Discovery		269.00	250,058.00
Hearings				
03-May-20	Prepare hearing exhibits for internal working group in connection with hearing preparation.	MacCardle, Ken L.	1.10	473.00

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04-May-20	Compile materials for May 7 hearing (5.1); coordinate telephonic appearances for May 5 and May 7 hearings (.2); revise same (.2); correspond with internal working group regarding additional materials needed for hearing (.3).	Guido, Laura	5.80	2,320.00
04-May-20	Prepare trial exhibits and declarations for attorney review (2.2); prepare selected trial exhibits for transmission to counsel and witnesses (1.2).	MacCardle, Ken L.	3.40	1,462.00
05-May-20	Participate on trial logistics prep session.	Goren, Todd M.	1.20	1,470.00
05-May-20	Participate on trial logistics prep session.	Greer, Jocelyn Edith	1.20	972.00
05-May-20	Schedule May 5 telephonic test lines and follow-up regarding same (.2); compile additional May 7 hearing materials (7.7); coordinate same with K. Richardson, S. Rappoport and J. Greer (.5); coordinate telephonic appearances for May 6 and May 7 hearings (.3); call with Chambers regarding materials for May 7 hearing (.1); follow-up regarding same (.1).	Guido, Laura	8.90	3,560.00
05-May-20	Participate on trial logistics prep session (1.2); review same (1.1); review Uniti 9019 settlement reply briefs and declarations (2.7); review exhibit list and correspondence regarding same (.8); review correspondence regarding adjournment of Uniti 9019 settlement hearing and reservation of rights (.4).	Levitt, Jamie A.	6.20	8,215.00
05-May-20	Prepare (1.3) and revise (.6) Charter trial closing statement; draft and revise T. Thomas and N. Leone cross-examinations (5.1); participate on trial logistics prep session (1.2).	Rappoport, Steve	8.20	7,626.00
05-May-20	Prepare for May 7 hearing regarding approval of disclosure statement, Debtors' Uniti 9019 settlement and backstop motions (2.4); correspond with Committee regarding Charter trial and May 7 hearing (.3).	Richardson Arnould, Ka	2.70	1,755.00
06-May-20	Review agenda for upcoming hearing (.1); review N. Leone and T. Thomas cross-examination outlines (.2); participate in hearing preparation call with B. Mendelsohn (Perella) and internal working group (1.6).	Damast, Craig A.	1.90	1,881.00
06-May-20	Participate in hearing preparation call with B. Mendelsohn (Perella) and internal working group (1.6); review Elliott (.6), 1L (.4) and Uniti (.7) replies; call with White & Case regarding hearing preparation (.6); review and revise cross-examination outlines for hearing (1.2); review and revise potential redirect questions for B. Mendelsohn (.5); call with S. Rappoport and L. Marinuzzi regarding hearing preparation (.6).	Goren, Todd M.	6.20	7,595.00

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Date	Services	Timekeeper	Hours	Value
06-May-20	Draft B. Mendelsohn (Perella) re-direct examination (1.8); call with S. Rappoport regarding same (.3); call with White & Case regarding hearing preparation (.6); correspond with Debtors and White & Case regarding trial logistics (.6); participate in hearing preparation call with B. Mendelsohn (Perella) and internal working group (1.6); prepare for hearing (3.2).	Greer, Jocelyn Edith	8.10	6,561.00
06-May-20	Coordinate printing and delivery of May 7 hearing materials to internal working group (1.5); compile additional materials for same (2.4); submission of motion in limine to Chambers (.1); call with Chambers regarding documents filed under seal (.2); distribute May 5 unredacted filings (.2); schedule B. Mendelsohn (Perella) for telephonic appearance and follow-up regarding same (.3).	Guido, Laura	4.70	1,880.00
06-May-20	Review cross-examination and re-direct witness outlines for May 7 hearing (2.3); review reply briefs regarding Uniti 9019 motion (1.4); participate in hearing preparation call with B. Mendelsohn (Perella) and internal working group (1.6); call with S. Rappoport regarding Charter trial (.3).	Levitt, Jamie A.	5.60	7,420.00
06-May-20	Review briefs, case law and exhibits to prepare for May 7 hearing on Uniti 9019 settlement, backstop and disclosure statement motions (7.2); prepare narrative for hearing (5.7); participate in hearing preparation call with B. Mendelsohn (Perella) and internal working group (1.6); call with White & Case regarding hearing preparation (.6); call with T. Goren and S. Rappoport regarding same (.6).	Marinuzzi, Lorenzo	15.70	22,372.50
06-May-20	Call with J. Greer regarding B. Mendelsohn (Perella) re-direct examination (.3); call with White & Case regarding hearing preparation (.6); attend Charter trial (telephonically) (4.4); call with J. Levitt regarding same (.3); revise cross-examinations of T. Thomas and N. Leone (4.3); participate in hearing preparation call with B. Mendelsohn (Perella) and internal working group (1.6); call with T. Goren and L. Marinuzzi regarding hearing preparation (.6).	Rappoport, Steve	12.10	11,253.00
06-May-20	Participate in hearing preparation call with B. Mendelsohn (Perella) and internal working group.	Richards, Erica J.	1.60	1,592.00
06-May-20	Prepare for (.2) and attend (4.4) day four of Charter trial (telephonically); draft summary of same for Committee update (.6); review correspondence from S. Rappoport regarding same (.2); correspond with internal working group regarding May 7 hearing (.2).	Richardson Arnould, Ka	5.60	3,640.00

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Date	Services	Timekeeper	Hours	Value
07-May-20	Correspond with internal working group regarding preparation for hearing on Uniti 9019 settlement, backstop and disclosure statement motions (.8); attend hearing regarding same (telephonically) (7.6); correspond with internal working group regarding summary of hearing for Committee and comments (.4).	Damast, Craig A.	8.80	8,712.00
07-May-20	Attend hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically) (7.6); analyze update to Committee regarding same (.1).	Ferraioli, Raff	7.70	5,467.00
07-May-20	Prepare for (1.3) and attend (7.6) hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions; follow-up discussion with L. Marinuzzi regarding same (.2).	Goren, Todd M.	9.10	11,147.50
07-May-20	Prepare for (2.3) and attend (7.6) hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions.	Greer, Jocelyn Edith	9.90	8,019.00
07-May-20	Review closing argument outline (.4); correspond with internal working group regarding preparation for Uniti 9019 hearing (.3); attend hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (7.6).	Levitt, Jamie A.	8.30	10,997.50
07-May-20	Further review and revise narrative for argument and review record (2.3); attend hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (7.6); follow-up discussion with T. Goren regarding same (.2).	Marinuzzi, Lorenzo	10.10	14,392.50
07-May-20	Prepare for (2.1) and attend (7.6) hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions.	Rappoport, Steve	9.70	9,021.00
07-May-20	Attend hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions.	Richards, Erica J.	7.60	7,562.00
07-May-20	Prepare for (.4) and attend (7.6) hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions; draft summary of same (.8); analyze comments from E. Richards to same and revise same (.1).	Richardson Arnould, Ka	8.90	5,785.00
08-May-20	Attend continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically) (3.8); correspond with internal working group regarding summary of hearing for Committee (.1); review same (.3); correspond with internal working group regarding same and reservation of rights language on allocation of settlement proceeds (.4).	Damast, Craig A.	4.60	4,554.00

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Date	Services	Timekeeper	Hours	Value
08-May-20	Attend continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically) (3.8); analyze update to Committee regarding same (.1).	Ferraioli, Raff	3.90	2,769.00
08-May-20	Prepare for (.9) and attend (3.8) continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically); calls with L. Marinuzzi (.4), C. Shore (White & Case) (.2) and B. Weiland (Kirkland) regarding same (.3).	Goren, Todd M.	5.60	6,860.00
08-May-20	Attend continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically).	Greer, Jocelyn Edith	3.80	3,078.00
08-May-20	Attend continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically) (3.8); review correspondence regarding hearing, rulings and next steps (.1).	Levitt, Jamie A.	3.90	5,167.50
08-May-20	Review updated disclosure statement for hearing (.5); attend continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (3.8); call with T. Goren regarding same (.4).	Marinuzzi, Lorenzo	4.70	6,697.50
08-May-20	Attend continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically).	Rappoport, Steve	3.80	3,534.00
08-May-20	Attend continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically).	Richards, Erica J.	3.80	3,781.00
08-May-20	Prepare for (.1) and attend (3.8) continued hearing regarding Uniti 9019 settlement, backstop and disclosure statement motions (telephonically); draft summary of same (.3); review reservation of rights language regarding allocation (.1); correspond with T. Goren regarding same (.1).	Richardson Arnould, Ka	4.40	2,860.00
13-May-20	Correspond with internal working group regarding transcripts of Uniti 9019 settlement and backstop hearing.	Damast, Craig A.	0.20	198.00
13-May-20	Analyze May 7-8 hearing transcripts regarding B. Mendelsohn (Perella) testimony and confirmation schedule (.6); correspond with Perella regarding same (.2); correspond with internal working group regarding same in advance of potential status conference regarding entry of revised disclosure statement order (.3).	Richardson Arnould, Ka	1.10	715.00
Total: 024	Hearings		220.10	213,365.00

Claims Investigation

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Date	Services	Timekeeper	Hours	Value
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Damast, Craig A.	0.50	495.00
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps (.5); follow-up correspondence with M. Melendez regarding same (.2).	Dopsch, Peter C.	0.70	857.50
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Ferraioli, Raff	0.50	355.00
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Goren, Todd M.	0.50	612.50
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Greer, Jocelyn Edith	0.50	405.00
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Levitt, Jamie A.	0.50	662.50
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Marines, Jennifer L.	0.50	600.00
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Masykanova, Aisulu	0.50	455.00
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Melendez, Miranda B.	0.50	355.00
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Rappoport, Steve	0.50	465.00
14-May-20	Participate on call with internal working group regarding claims investigation, strategy and next steps.	Richardson Arnould, Ka	0.50	325.00
19-May-20	Analyze memorandum regarding potentially actionable pre-petition transactions.	Ferraioli, Raff	0.30	213.00
21-May-20	Participate on weekly claims investigation call.	Damast, Craig A.	0.40	396.00
21-May-20	Participate on weekly claims investigation call.	Dopsch, Peter C.	0.40	490.00
21-May-20	Participate on weekly claims investigation call.	Ferraioli, Raff	0.40	284.00
21-May-20	Participate on weekly claims investigation call.	Goren, Todd M.	0.40	490.00
21-May-20	Participate on weekly claims investigation call.	Greer, Jocelyn Edith	0.40	324.00
21-May-20	Participate on weekly claims investigation call.	Marines, Jennifer L.	0.40	480.00
21-May-20	Participate on weekly claims investigation call.	Melendez, Miranda B.	0.40	284.00
21-May-20	Participate on weekly claims investigation call.	Richards, Erica J.	0.40	398.00

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Date	Services	Timekeeper	Hours	Value
21-May-20	Participate on weekly claims investigation call.	Richardson Arnould, Ka	0.40	260.00
26-May-20	Participate on weekly claims investigation call.	Greer, Jocelyn Edith	0.80	648.00
28-May-20	Participate on weekly claims investigation call.	Damast, Craig A.	0.80	792.00
28-May-20	Participate on weekly claims investigation call.	Ferraioli, Raff	0.80	568.00
28-May-20	Participate on weekly claims investigation call.	Goren, Todd M.	0.80	980.00
28-May-20	Participate on weekly claims investigation call.	Greer, Jocelyn Edith	0.80	648.00
28-May-20	Participate on weekly claims investigation call.	Levitt, Jamie A.	0.80	1,060.00
28-May-20	Participate on weekly claims investigation call.	Rappoport, Steve	0.80	744.00
28-May-20	Participate on weekly claims investigation call.	Richardson Arnould, Ka	0.80	520.00
Total: 026	Claims Investigation		16.00	15,166.50
Lien Investigation				
01-May-20	Correspond with R. Ferraioli regarding release of collateral in connection with Uniti spinoff.	Sullivan, Lauren Marie	0.60	516.00
21-May-20	Correspond with internal working group regarding licenses and liens/equity pledges (.4); correspond with internal working group regarding Kirkland and 1L presentation in connection with liens and settlement value (.4); correspond with internal working group regarding material pre-petition transactions excluding Uniti transaction (.1); review same (.7).	Damast, Craig A.	1.60	1,584.00
26-May-20	Correspond with internal working group regarding challenge deadline.	Damast, Craig A.	0.40	396.00
27-May-20	Correspond with internal working group regarding challenge deadline (.2); correspond with internal working group regarding same and request for extension of deadline (.2).	Damast, Craig A.	0.40	396.00
28-May-20	Correspond with various lenders' counsel regarding agreement to extend challenge deadline.	Damast, Craig A.	0.20	198.00
Total: 027	Lien Investigation		3.20	3,090.00
Time Entry Review				
22-May-20	Analyze April invoice for compliance with U.S. Trustee guidelines.	Richardson Arnould, Ka	1.80	1,170.00
26-May-20	Analyze April invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	142.00
26-May-20	Analyze April invoice for compliance with U.S. Trustee guidelines (4.2); correspond with R. Ferraioli regarding same (.1).	Richardson Arnould, Ka	4.30	2,795.00
27-May-20	Analyze April invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.90	1,349.00

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Date	Services	Timekeeper	Hours	Value
27-May-20	Finalize revisions to April invoice to ensure compliance with U.S. Trustee guidelines (.6); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.80	520.00
28-May-20	Review revised April invoice for compliance with U.S. Trustee guidelines (.7); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.90	585.00
Total: 032	Time Entry Review		9.90	6,561.00
Mediation				
06-May-20	Review correspondence and related documents in connection with emergency motion in limine and mediation privilege.	Levitt, Jamie A.	2.10	2,782.50
09-May-20	Correspond with Judge Chapman (mediator) and L. Marinuzzi regarding plan allocation negotiations.	Damast, Craig A.	0.20	198.00
19-May-20	Correspond with Judge Chapman (mediator) regarding renewed mediation.	Marinuzzi, Lorenzo	0.40	570.00
27-May-20	Correspond with internal working group regarding preparation of unencumbered value presentation for mediation.	Damast, Craig A.	0.40	396.00
27-May-20	Review unencumbered asset presentation for distribution to mediator.	Goren, Todd M.	0.40	490.00
27-May-20	Review and revise presentation for distribution to mediator.	Marinuzzi, Lorenzo	0.60	855.00
28-May-20	Review unencumbered value presentation for mediation.	Damast, Craig A.	0.70	693.00
28-May-20	Review and revise presentation for mediator regarding unencumbered assets.	Goren, Todd M.	0.60	735.00
29-May-20	Review unencumbered value presentation for mediator.	Damast, Craig A.	0.80	792.00
29-May-20	Review and revise presentation to mediator regarding unencumbered assets.	Goren, Todd M.	0.80	980.00
30-May-20	Correspond with internal working group regarding unencumbered value presentation for mediation.	Damast, Craig A.	0.40	396.00
Total: 034	Mediation		7.40	8,887.50
Current Fees				947,799.50

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Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
22690	Blaivas, Jay	1,275.00	1.20	1,530.00
22793	Carbone, Anthony J.	1,600.00	0.60	960.00
14140	Goren, Todd M.	1,225.00	97.80	119,805.00
04458	Levitt, Jamie A.	1,325.00	83.10	110,107.50
17456	Marines, Jennifer L.	1,200.00	15.50	18,600.00
14116	Marinuzzi, Lorenzo	1,425.00	105.90	150,907.50
22655	Belcastro, Thomas Dome	560.00	3.50	1,960.00
20390	Buckley, Janie C.	710.00	0.50	355.00
23670	deLacy, Shaun Patrick	810.00	10.50	8,505.00
22181	Ferraioli, Raff	710.00	92.20	65,462.00
23534	Greer, Jocelyn Edith	810.00	98.80	80,028.00
18952	Gunner, Claire	810.00	7.20	5,832.00
22662	Kim, Hanna	560.00	25.30	14,168.00
19988	Masykanova, Aisulu	910.00	0.50	455.00
20387	Melendez, Miranda B.	710.00	10.00	7,100.00
20386	Miriyala, Arvind S.	690.00	9.10	6,279.00
22222	Moore, Taj	650.00	9.90	6,435.00
21823	Richardson Arnould, Ka	650.00	78.10	50,765.00
23425	Sullivan, Lauren Marie	860.00	0.60	516.00
08676	Dopsch, Peter C.	1,225.00	5.60	6,860.00
18811	Peck, James Michael	1,600.00	0.60	960.00
19721	Rappoport, Steve	930.00	130.80	121,644.00
14078	Richards, Erica J.	995.00	61.60	61,292.00
17323	Damast, Craig A.	990.00	85.80	84,942.00
13849	Guido, Laura	400.00	41.40	16,560.00
12759	MacCardle, Ken L.	430.00	15.10	6,493.00
24285	Stephenson, Ashley M.	375.00	1.00	375.00
14727	Roy, Joshua A.	400.00	1.20	480.00
15029	Bergelson, Vadim	375.00	10.10	3,787.50
20989	Blackshear, Alvin	375.00	0.20	75.00
99850	Research Services*	375.00	2.20	825.00
99851	eDiscovery Services**	330.00	0.90	297.00
	Client Accommodation - Time			(6,561.00)
	Entry Review			
	TOTAL		1,006.80	947,799.50

The Research Services* and eDiscovery** teams leverage our expertise across offices to meet tight/urgent client deadlines in a timely and cost effective manner. To enable this collaborative workflow, time billed by these groups is consolidated into a single line-item on the Timekeeper Summary sections of client bills.

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Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	118.80	112,952.50
006	Business Operations	0.80	1,080.00
007	Case Administration	33.50	28,460.50
008	Claims Administration and Objections	0.40	284.00
011	Employment and Fee Applications	2.80	1,542.00
013	Financing and Cash Collateral	1.00	1,060.50
014	Other Litigation	155.40	147,361.50
015	Meetings and Communications with Creditors	46.50	45,719.50
017	Plan and Disclosure Statement	84.50	93,110.00
020	Reporting	0.30	298.50
021	Tax	36.50	24,611.00
022	Valuation	0.70	752.50
023	Discovery	269.00	250,058.00
024	Hearings	220.10	213,365.00
026	Claims Investigation	16.00	15,166.50
027	Lien Investigation	3.20	3,090.00
032	Time Entry Review	9.90	6,561.00
034	Mediation	7.40	8,887.50
	Client Accommodation - Time Entry Review		(6,561.00)
	TOTAL	1,006.80	947,799.50

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Disbursement Detail

Date	Description	Value
31-May-20	On-line Research - LEXIS	1,806.70
31-May-20	On-line Research - WESTLAW	3,716.30
11-May-20	Reporting fees, Veritext/New York Reporting Co., 5/7/20, hearing transcript	424.80
12-May-20	Reporting fees, Veritext/New York Reporting Co., 5/8/20, hearing transcript	162.00
15-May-20	Reporting fees, Planet Depos, J. Weber deposition (videographer)	745.00
15-May-20	Reporting fees, Planet Depos, A. Wells deposition (videographer)	1,330.00
15-May-20	Reporting fees, Planet Depos, J. Weber deposition	1,643.80
15-May-20	Reporting fees, Planet Depos, J. Weber deposition	412.50
15-May-20	Reporting fees, Planet Depos, N. Leone deposition (videoconferencing)	693.75
15-May-20	Reporting fees, Planet Depos, A. Wells deposition transcript	3,033.20
18-May-20	Reporting fees, Planet Depos, N. Leone deposition transcript	2,615.40
18-May-20	Reporting fees, Planet Depos, N. Leone deposition (videographer)	1,135.00
18-May-20	Reporting fees, Planet Depos, T. Thomas deposition	862.50
18-May-20	Reporting fees, Planet Depos, M. Wallace deposition	487.50
18-May-20	Reporting fees, Planet Depos, M. Wallace deposition	1,694.20
18-May-20	Reporting fees, Planet Depos, T. Thomas deposition transcript	2,387.50
18-May-20	Reporting fees, Planet Depos, T. Thomas deposition (videographer)	1,330.00
18-May-20	Reporting fees, Planet Depos, M. Wallace deposition	940.00
27-May-20	Reporting fees, Planet Depos, B. Mendelsohn deposition, videography services, 5/4/20	277.50
27-May-20	Reporting fees, Planet Depos, B. Mendelsohn deposition transcript, 5/4/20	1,183.20
11-May-20	Service of process, Serving by Irving, Inc., subpoena service on Elliot Investments (deposition and production subpoenas)	513.50
15-May-20	Service of process, Serving by Irving, Inc., service of process	409.00
06-May-20	Travel, taxi/car service, L. Guido, travel to White Plains for delivery of hearing materials, 5/6/20	109.12
01-May-20	EDiscovery, Epiq Managed Services, April 2020	1,306.52
04-May-20	Outside copying service, Document Services Unlimited (DBA), DSU Discovery, document exhibit services	651.00
29-May-20	Outside copying service, On Press Graphics, outside copy service	371.39
29-May-20	Outside copying service, On Press Graphics, outside copy service	140.22
29-May-20	Outside copying service, On Press Graphics, outside copy service	369.47
29-May-20	Outside copying service, On Press Graphics, outside copy service	8,094.91
29-May-20	Outside copying service, On Press Graphics, outside copy service	125.83
29-May-20	Outside copying service, On Press Graphics, outside copy service	139.46
29-May-20	Outside copying service, On Press Graphics, outside copy service	2,014.20
29-May-20	Outside copying service, On Press Graphics, outside copy service	2,150.43
29-May-20	Outside copying service, On Press Graphics, outside copy service	62.33
29-May-20	Outside copying service, On Press Graphics, outside copy service	636.74
06-May-20	Messenger service, L. Marinuzzi, 5/6/20	119.53
06-May-20	Messenger service, J. Greer, 5/6/20	41.84
06-May-20	Messenger service, T. Goren, 5/6/20	162.16
06-May-20	Messenger service, S. Perelman, 5/6/20	143.58
05-May-20	Court filing service, CourtSolutions, test hearing appearance, 5/5/20	0.10
05-May-20	Court filing service, CourtSolutions, test hearing appearance, 5/5/20	0.10
05-May-20	Court filing service, CourtSolutions, test registration (Judge Drain Chambers request), 5/5/20	1.00
06-May-20	Court filing service, CourtSolutions, S. Rappoport, hearing, 5/6/2020	70.00
07-May-20	Court filing service, CourtSolutions, S. Rappoport, hearing, 5/7/20	70.00

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Date	Description	Value
07-May-20	Court filing service, CourtSolutions, T. Goren, hearing, 5/7/20	70.00
07-May-20	Court filing service, CourtSolutions, L. Marinuzzi, hearing, 5/7/20	70.00
07-May-20	Court filing service, CourtSolutions, K. Richardson, hearing, 5/7/20	70.00
07-May-20	Court filing service, CourtSolutions, J. Greer, hearing, 5/7/20	70.00
08-May-20	Court filing service, CourtSolutions, K. Richardson, hearing, 5/8/20	70.00
08-May-20	Court filing service, CourtSolutions, T. Goren, hearing, 5/8/20	70.00
08-May-20	Court filing service, CourtSolutions, L. Marinuzzi, hearing, 5/8/20	70.00
15-May-20	Reporting fees, Planet Depos, A. Wells deposition (videoconferencing)	862.50
Current Disbursements		45,935.78

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5928156
Invoice Date: July 20, 2020

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	947,799.50
Total Disbursements	45,935.78
Total Amount Due	993,735.28

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5928156
Invoice Date: July 20, 2020

For your convenience, we have listed below previous invoices on this matter which our records show as outstanding and the total balance due on this account. If you have already submitted payment, we appreciate your promptness. If your records are not in agreement, or if we can provide additional assistance, please call our Billing Department at (415) 268-6446 or (866) 314-5320

Date	Invoice Number	Currency	Original Invoice Amount	Payments Applied	Amount Outstanding
30-Apr-20	5908172	USD	696,633.03	564,631.43	132,001.60
31-May-20	5916340	USD	798,334.20	640,266.10	158,068.10