

KURTZMAN CARSON CONSULTANTS LLC
222 N. Pacific Coast Highway, 3rd Floor
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Drake D. Foster
Sarah Harbuck

Administrative Advisor for the Debtors

**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)

**SUMMARY SHEET FOR SECOND INTERIM AND FINAL FEE APPLICATION OF
KURTZMAN CARSON CONSULTANTS LLC AS ADMINISTRATIVE ADVISOR
FOR THE DEBTORS FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED FROM FEBRUARY 25, 2019
THROUGH AND INCLUDING JUNE 26, 2020**

Name of Applicant:	Kurtzman Carson Consultants, LLC
Authorized to Perform Services to:	Debtors
Date of Retention:	April 22, 2019 <i>Nunc Pro Tunc</i> To February 25, 2019
Period for which Interim Compensation and Reimbursement is sought:	March 1, 2020 through June 26, 2020
Amount of Interim Compensation sought as actual, reasonable, and necessary:	\$192,550.41
Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary:	\$0.00

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



Period for which Final Compensation and Expense Reimbursement is sought:	February 25, 2019 through June 26, 2020
Amount of Final Fee Compensation sought as actual, reasonable and necessary:	\$384,364.54
Amount of Final Fee Expense Reimbursement sought as actual, reasonable and necessary:	\$0.00
This is an: <u>X</u> interim <u>X</u> final application	

Prior Applications Filed:

<i>Date Filed/ Docket No.</i>	<i>Period Covered</i>	Requested		Approved by Court to Date		<i>Amount Paid</i>
		<i>Fees</i>	<i>Expenses</i>	<i>Fees</i>	<i>Expenses</i>	
8/14/2019; 934	2/25/19 – 6/30/19	\$153,451.30 (80% of \$191,814.13)	\$0.00	\$191,814.13	\$0.00	\$191,814.13

COMPENSATION BY MATTER FOR THE SECOND INTERIM PERIOD

Service Category	Hours	Total
Solicitation	831.4	\$192,550.41

BILLING SUMMARY FOR THE SECOND INTERIM PERIOD

Initials	Name	Position	Hours	Rate	Total
AGN	Adam Gorman	Senior Managing Consultant	74	\$230.45	\$ 17,053.31
AGN	Adam Gorman	Solicitation Consultant	145.2	\$230.45	\$ 33,461.35
AML	Angela Nguyen	Solicitation Consultant	1.9	\$241.69	\$ 459.21
ASK	Ashley Kuarasingh	Consultant	61.7	\$223.17	\$ 13,769.46
ATE	Ana Arias	Consultant	3.9	\$220.53	\$ 860.07
CCE	Cerene Credo	Consultant	8	\$164.32	\$ 1,314.56
CJC	Caitlin Corrie	Consultant	2.3	\$137.87	\$ 317.10
DHA	David Hartie	Senior Managing Consultant	146.8	\$241.69	\$ 35,480.03
DIP	Diego Paranhos	Clerk	0.4	\$56.20	\$ 22.48
EJG	Evan Gershbein	Solicitation Consultant	3.5	\$241.69	\$ 845.91
ESI	Elliser Silla	Consultant	2.8	\$220.53	\$ 617.49
JBU	Joseph Bunning	Senior Consultant	12.2	\$227.14	\$ 2,771.12
JCW	Josh Wilson	Senior Managing Consultant	2.3	\$230.45	\$ 530.03
JDG	Jennifer Grageda	Consultant	2.9	\$220.53	\$ 639.53
JEE	James Lee	Securities Consultant	99.1	\$241.69	\$ 23,951.56
JMG	Jennifer Westwood	Senior Consultant	53.3	\$227.14	\$ 12,106.58
JUY	Justin Uy	Consultant	2.7	\$137.87	\$ 372.25

Initials	Name	Position	Hours	Rate	Total
LRA	Luis Rios	Consultant	5.6	\$220.53	\$ 1,234.96
PJM	Patrick Morrow	Senior Managing Consultant	13.3	\$241.69	\$ 3,214.47
PJM	Patrick Morrow	Solicitation Consultant	32.8	\$241.69	\$ 7,927.43
PRO	Priscilla Romero	Consultant	2.6	\$164.32	\$ 427.23
PWA	Peter Walsh	Senior Managing Consultant	94.5	\$241.69	\$ 22,839.69
SEB	Senayt Berhe	Consultant	5.6	\$164.32	\$ 920.18
SEP	Stephanie Paranhos	Consultant	4.8	\$220.53	\$ 1,058.54
STP	Stephanie Paul	Consultant	2.2	\$137.87	\$ 303.32
SUS	Sumesh Srivastava	Consultant	28.7	\$220.53	\$ 6,329.21
SYR	Sydney Reitzel	Senior Consultant	7	\$227.14	\$ 1,589.98
SYU	Susan Yu	Consultant	1	\$164.32	\$ 164.32
TBM	Travis Buckingham	Consultant	1.4	\$56.21	\$ 78.69
TFL	Teresa Flores	Consultant	1	\$137.87	\$ 137.87
TPE	Thomas Peterson	Consultant	4	\$220.53	\$ 882.12
VTR	Vincent Trang	Consultant	3.9	\$223.17	\$ 870.36
TOTAL			831.4		\$192,550.41

Total Incurred:	\$192,550.41
Blended Rate:	\$231.60

COMPENSATION BY MATTER FOR THE FINAL FEE PERIOD

Service Category	Hours	Total
Schedules and Statements/Contract Review	1,910.2	\$191,814.13
Solicitation	831.4	\$192,550.41
TOTAL	2,733.6	\$384,364.54

BILLING SUMMARY FOR THE FINAL FEE PERIOD

Initials	Name	Position	Hours	Rate	Total
AGN	Adam Gorman	Senior Consultant	53.4	\$171.75	\$ 9,171.46
AGN	Adam Gorman	Senior Managing Consultant	74	\$230.45	\$ 17,053.31
AGN	Adam Gorman	Solicitation Consultant	145.2	\$230.45	\$ 33,461.35
AML	Angela Nguyen	Solicitation Consultant	1.9	\$241.69	\$ 459.21
ASK	Ashley Kuarasingh	Consultant	61.7	\$223.17	\$ 13,769.46
ATE	Ana Arias	Consultant	60.1	\$89.12	\$ 5,356.07
BIF	Bianca Flores	Consultant	79.7	\$80.00	\$ 6,376.00
CCE	Cerene Credo	Consultant	8	\$164.32	\$ 1,314.56
CIM	Cintia Martinez	Consultant	66.5	\$80.00	\$ 5,320.00
CJC	Caitlin Corrie	Consultant	2.3	\$137.87	\$ 317.10
DHA	David Hartie	Senior Managing Consultant	146.8	\$241.69	\$ 35,480.03
DIM	Diana Mauricio	Consultant	61.9	\$80.00	\$ 4,952.00
DIP	Diego Paranhos	Clerk	0.4	\$56.20	\$ 22.48
DSE	Davonte Stewart	Consultant	92.1	\$80.00	\$ 7,368.00
DTO	Diana Torres	Consultant	88.5	\$80.00	\$ 7,080.00
EAG	Esmeralda Aguayo	Consultant	78.9	\$80.00	\$ 6,312.00
EJG	Evan Gershbein	Solicitation Consultant	3.5	\$241.69	\$ 845.91
ESI	Elliser Silla	Consultant	19.1	\$100.60	\$ 1,921.49
FSA	Fernanda Sanchez	Consultant	60.2	\$80.00	\$ 4,816.00
HAM	Hugo Maida	Consultant	38.9	\$80.00	\$ 3,112.00
HBU	Hannah Bussey	Consultant	7	\$80.00	\$ 560.00
IPA	Isabel Padilla	Consultant	66	\$80.00	\$ 5,280.00
JBU	Joseph Bunning	Senior Consultant	12.2	\$227.14	\$ 2,771.12
JCW	Josh Wilson	Senior Managing Consultant	196.9	\$174.91	\$ 34,439.12
JDG	Jennifer Grageda	Consultant	2.9	\$220.53	\$ 639.53
JEE	James Lee	Securities Consultant	99.1	\$241.69	\$ 23,951.56
JMG	Jennifer Westwood	Consultant	1.8	\$168.75	\$ 303.75
JMG	Jennifer Westwood	Senior Consultant	53.3	\$227.14	\$ 12,106.58
JUY	Justin Uy	Consultant	2.7	\$137.87	\$ 372.25
KRA	Kausar AbdulRauf	Consultant	69.1	\$80.00	\$ 5,528.00
LDZ	Laura Diaz	Consultant	57.3	\$80.00	\$ 4,584.00

Initials	Name	Position	Hours	Rate	Total
LRA	Luis Rios	Consultant	23.2	\$113.92	\$ 2,642.96
LSR	Lamiya Shabbir	Consultant	15.2	\$80.00	\$ 1,216.00
MCL	Mikayla Cleary	Consultant	80.1	\$80.00	\$ 6,408.00
MIB	Miriam Barillas	Consultant	29.6	\$80.00	\$ 2,368.00
MJP	Michael Paque	Senior Managing Consultant	4.6	\$182.75	\$ 840.64
MKE	Mercedes Kemp	Consultant	94.3	\$80.00	\$ 7,544.00
PHM	Patrice Harris-Moore	Consultant	37.5	\$80.00	\$ 3,000.00
PJM	Patrick Morrow	Senior Managing Consultant	54.6	\$197.11	\$ 10,762.06
PJM	Patrick Morrow	Solicitation Consultant	32.8	\$241.69	\$ 7,927.43
PRO	Priscilla Romero	Consultant	2.6	\$164.32	\$ 427.23
PTH	Porscha Thompkins	Consultant	65.8	\$80.00	\$ 5,264.00
PWA	Peter Walsh	Senior Managing Consultant	94.5	\$241.69	\$ 22,839.69
RKI	Robyn Kinney	Consultant	76.4	\$80.00	\$ 6,112.00
SEB	Senayt Berhe	Consultant	5.6	\$164.32	\$ 920.18
SEP	Stephanie Paranhos	Consultant	21.4	\$111.52	\$ 2,386.54
SIE	Andreah Sierra	Consultant	32.5	\$80.00	\$ 2,600.00
SMC	Shanice Mitchell	Consultant	76.8	\$80.00	\$ 6,144.00
SMZ	Stanley Martinez	Consultant	2.8	\$80.00	\$ 224.00
STP	Stephanie Paul	Consultant	2.2	\$137.87	\$ 303.32
SUS	Sumesh Srivastava	Consultant	139.2	\$177.84	\$ 24,755.07
SYR	Sydney Reitzel	Consultant	14.6	\$168.75	\$ 2,463.74
SYR	Sydney Reitzel	Senior Consultant	7	\$227.14	\$ 1,589.98
SYU	Susan Yu	Consultant	1	\$164.32	\$ 164.32
SZA	Sonia Zapien	Consultant	80.5	\$80.00	\$ 6,440.00
TBM	Travis Buckingham	Consultant	1.4	\$56.21	\$ 78.69
TFL	Teresa Flores	Consultant	1	\$137.87	\$ 137.87
TPE	Thomas Peterson	Consultant	29.1	\$80.00	\$ 2,890.12
VTR	Vincent Trang	Consultant	3.9	\$223.17	\$ 870.36
	TOTAL		2741.6		\$384,364.54

Total Incurred:	\$384,364.54
Blended Rate:	\$140.20

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Administrative Advisor for the Debtors

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

In re:

WINDSTREAM HOLDINGS, Inc., et al.,¹

Debtors.

Chapter 11

Case No. 19-22312 (RDD)

(Jointly Administered)

**SECOND INTERIM AND FINAL FEE APPLICATION OF KURTZMAN CARSON
CONSULTANTS LLC AS ADMINISTRATIVE ADVISOR FOR THE DEBTORS FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM FEBRUARY 25, 2019 THROUGH JUNE 26, 2020**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Kurtzman Carson Consultants LLC (“KCC”), Administrative Advisor for the above-captioned debtors, herby submits its second and final fee application (the “Application”) seeking (i) allowance of compensation for professional services in the amount of \$192,550.41 incurred by KCC for the fee period from March 1, 2020 through and including June 26, 2020 (the “Second Interim Period”); and (ii) granting final approval of compensation for professional services performed in the amount of \$384,364.54 which represents all fees for the period from February

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

25, 2019 through and including June 26, 2020 (the “Final Fee Period”), and respectfully represents:

I. JURISDICTION

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O).

II. FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

3. This Application is made pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), Administrative Order M-447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses (the “UST Guidelines” and, together with the Local Guidelines, the “Guidelines”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 (the “Interim Compensation Order”) [Docket No. 374], and the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective Nunc Pro Tunc to the Petition Date* (the “Administrative Advisor Order”) [Docket No. 371], for approval of compensation for services rendered to the Debtors during the Second Interim Period in the amount of \$192,550.41 and for final approval of \$384,364.54 for all fees incurred during the Final Fee Period.

4. During the Second Interim Period, KCC’s professionals expended a total of 831.4

hours for which compensation is requested. The blended hourly rate for the KCC professionals during the Fee Period was \$231.60.

5. During the Final Fee Period, KCC professionals expended a total of 2,741.6 hours for which compensation is requested. The blended hourly rate for the KCC professionals during the final fee period was \$140.20.

6. A schedule setting forth the number of hours expended by the professionals of KCC, their respective hourly rates is attached hereto in **Exhibit A**.

7. KCC maintains computerized records of the daily time entries completed by all the KCC professionals. Preceding the time entries is a chart listing the names, billing rates, and time spent by each of the professionals rendering services on behalf of the Debtors. In support of the Application and consistent with the Interim Compensation Order, copies of these computerized records have been furnished to the Court and the United States Trustee and are included in the invoices attached hereto. The services rendered by KCC during the Final Fee Period are set forth in detail in (i) the invoices for the Second Interim Period attached hereto as **Exhibit B**; and (ii) KCC's First Interim Fee Application, attached here to as **Exhibit C**.

8. The fees sought by this Application do not include any fees and disbursements that may be payable by the Debtors for services provided by KCC under the Court's *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent* [Docket No. 59] (the "**Notice and Claims Agent Order**"). Procedures for the payment of such fees and disbursements are separately addressed in the Notice and Claims Agent Order. Additionally, no fees and disbursements for services provided to the Debtors under the Administrative Advisor Order are or will be sought to be paid under the Notice and Claims Agent Order.

9. As set forth in the Certification of Sarah Harbuck, Corporate Counsel of KCC,

attached hereto as **Exhibit D**, all of the services for which compensation is sought herein were rendered for and on behalf of the Debtors in connection with these chapter 11 cases.

III. BACKGROUND

A. The Chapter 11 Cases

10. On February 25, 2019 (the “Petition Date”), the Debtors each commenced a bankruptcy case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered.

11. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

IV. SUMMARY OF ADMINISTRATIVE SERVICES RENDERED

12. The following is a summary description of the primary services rendered by KCC during the Second Interim and Final Fee Period that highlights the benefits conferred upon the Debtors and their respective estates and creditors. All of the professional services rendered by KCC are set forth in the computerized time records maintained by KCC and in the invoices annexed hereto as **Exhibits B and C**, and the Court is respectfully referred to those records for detail of all work performed by the Applicant.

13. During the Second Interim Period, KCC assisted the Debtors with their solicitation process. This included reviewing the solicitation procedures, analyzing the claims register related to the solicitation, preparing the voting amount spreadsheet, preparing solicitation mailings, responding to questions regarding the solicitation, reviewing and processing ballots, and preparing the voting certification. In addition, KCC assisted with the Debtors rights offering and prepared

for and attended the confirmation hearing.

14. In addition, during the Final Fee Period, KCC rendered extensive administrative services on behalf of the Debtors including assisting the Debtors and their financial advisors with the preparation of Schedule G by reviewing contracts and extracting contact and other pertinent information for inclusion therein.

V. COMPENSATION REQUESTED

15. There are numerous factors to be considered by the Court in determining allowances of compensation. *See, e.g., In re First Colonial Corp. of Am.*, 544 F.2d 1291 (5th Cir.), *cert. denied*, 431 U.S. 904 (1977); *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974); *In re Drexel Burnham Lambert Grp., Inc.*, 133 B.R. 13 (Bankr. S.D.N.Y. 1991). *See also In re Nine Assocs., Inc.*, 76 B.R. 943 (S.D.N.Y. 1987); *In re Cuisine Magazine, Inc.*, 61 B.R. 210 (Bankr. S.D.N.Y. 1986).

16. The perspective from which an application for an allowance of compensation should be viewed in a bankruptcy case was aptly stated by Congressman Edwards on the floor of the House of Representatives on September 28, 1978, when he made the following statement in relation to section 330 of the Bankruptcy Code:

[B]ankruptcy legal services are entitled to command the same competency of counsel as other cases. In that light, the policy of this section is to compensate attorneys and other professionals serving in a case under title 11 at the same rate as the attorney or other professional would be compensated for performing comparable services other than in a case under title 11. Contrary language in the Senate report accompanying S.2266 is rejected, and *Massachusetts Mutual Life Insurance Company v. Brock*, 405 F.2d 429, 432 (5th Cir. 1968) is overruled. Notions of economy of the estate in fixing fees are outdated and have no place in a bankruptcy code.

124 CONG. REC. H11,092 (daily ed. Sept. 28, 1978) (emphasis added); *see also In re McCombs*, 751 F.2d 286 (8th Cir. 1984); *In re Drexel Burnham Lambert Grp., Inc.*, 133 B.R. 13 (Bankr.

S.D.N.Y. 1991) (“*Drexel Burnham*”); *In re Carter*, 101 B.R. 170 (Bankr. D.S.D. 1989); *In re Pub. Serv. Co. of New Hampshire*, 93 B.R. 823, 830 (Bankr. D.N.H. 1988); *In re White Motor Credit Corp.*, 50 B.R. 885 (Bankr. N.D. Ohio 1985).

17. In awarding compensation pursuant to section 330 of the Bankruptcy Code to professional persons employed under section 327 of the Bankruptcy Code, the Court must take into account, among other factors, the cost of comparable non-bankruptcy services. Section 330 of the Bankruptcy Code provides, in pertinent part, for payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional persons employed by such person; and

(B) reimbursement for actual, necessary expenses. 11 U.S.C. § 330(a)(1).

18. As the court in *Drexel Burnham* stated:

With due recognition of the historical position of Bankruptcy Courts in compensation matters, we recognize that creditors have agreed to pay rates for retained counsel of their choice because of the needs of the particular case. One could posit other situations or cases where a presumption of prior informed judgment might not be as strong. Here, however, we have a multi-debtor, multi-committee case involving sophisticated creditors who have determined that the rates charged and tasks undertaken by attorneys are appropriate. We should not, and will not, second guess the determination of those parties, who are directed by Congress, under the Bankruptcy Code, to shape and resolve the case, and who are in fact bearing the cost. To do so, of course, would be to continue what Congress specifically intended to stop in 1978: Courts, instead of markets, setting rates, with the inevitable consequence that all the legal specialists required by the debtor or official committees would demur to participate.

Drexel Burnham, 133 B.R. at 20-21.

19. The professional services rendered by KCC have required substantial time and effort. During the Final Fee Period, KCC’s professionals recorded 2,741.6 hours providing the

required professional services. KCC will continue to perform those services necessary to represent the Debtors.

20. Time and labor devoted is only one of the many factors to be considered in awarding compensation. The number of hours expended must be considered in light of (i) the amount of work involved and the results achieved to date; (ii) the novelty and difficulty of the questions presented; (iii) the skill requisite to properly perform the legal services; (iv) the preclusion of other employment on behalf of other clients; (v) the customary fee charged to a private client for the services rendered; (vi) awards in similar cases; (vii) time constraints required by the exigencies of the case, including the frequency and amount of time required to be devoted other than during regular business hours; (viii) the experience, reputation, and ability of the attorneys rendering services; and (ix) the nature and length of the professional relationship with the client (the “Johnson Factors”). See *Johnson v. Georgia Highway Express*, 488 F.2d at 717-19 (enumerating factors to be considered in awarding attorneys’ fees in equal employment opportunities cases under Title VII); *In re First Colonial Corp. of Am.*, 544 F.2d at 1294 (applying the Johnson Factors in bankruptcy cases).

21. The majority of the Johnson Factors are codified in section 330(a) of the Bankruptcy Code, and have been applied by various courts in making determinations that requested fees constitute reasonable compensation. It is well settled that the “lodestar method,”³ as opposed to an application solely of the Johnson Factors, is the best means of determining fees in bankruptcy

³ Application of the “lodestar method” involves multiplying the number of hours reasonably expended on the case by the reasonable hourly rate of compensation for each attorney. *Shaw v. Travelers Indem. Co. (In re Grant Assocs.)*, 154 B.R. 836, 843 (S.D.N.Y. 1993). This method of calculating attorney fees is appropriate in light of section 330(a) of the Bankruptcy Code, which serves as a starting point, permitting bankruptcy courts, in their own discretion, to consider other factors, such as the novelty and difficulty of the issues, the special skills of counsel, and their results obtained. *In re Copeland*, 154 B.R. 693, 698 (Bankr. W.D. Mich. 1993).

cases.⁴ The Supreme Court, however, has clearly articulated that the “lodestar method” is presumed to subsume the Johnson Factors, as does section 330(a) of the Bankruptcy Code. *Delaware Valley I*, 478 U.S. at 563; *Cena’s Fine Furniture*, 109 B.R. at 581.

22. In the instant case, KCC respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Debtors and were rendered in order to protect and preserve the value of the Debtors’ estates during the pendency of these Chapter 11 Cases. KCC respectfully submits that the services rendered to the Debtors were performed economically, effectively and efficiently and the results obtained have benefited not only the Debtors, but also creditors and parties in interest as a whole. KCC further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors and all parties in interest.

23. In sum, the services rendered by KCC were necessary and beneficial to the Debtors and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, approval of the compensation sought herein is warranted.

24. In view of the foregoing, KCC respectfully requests that it be allowed compensation in the amount of \$192,550.41 for services rendered during the Second Interim Period and \$384,364.54 for services rendered during the Final Fee Period.

⁴ See e.g., *Pennsylvania v. Del. Valley Citizens’ Counsel for Clean Air*, 483 U.S. 711 (“*Delaware Valley II*”), on remand, 826 F.2d 238 (3d Cir. 1987); *Pennsylvania v. Del. Valley Citizens’ Council for Clean Air*, 478 U.S. 546 (1986) (“*Delaware Valley I*”); *United States Football League v. Nat’l Football League*, 887 F.2d 408, 413 (2d Cir. 1989), cert. denied, 493 U.S. 1071 (1990); *Lindy Bros. Builders, Inc. of Phila. v. Am. Radiator & Standard Sanitary Corp.*, 487 F.2d 161 (3d Cir. 1973), vacated on other grounds, 540 F.2d 102 (3d Cir. 1976); *In re Cena’s Fine Furniture, Inc.*, 109 B.R. 575 (E.D.N.Y. 1990); *In re Drexel Burnham Lambert Grp., Inc.*, 133 B.R. 13, 21 (Bankr. S.D.N.Y. 1991).

VI. DISBURSEMENTS

25. KCC is not seeking reimbursement of any expenses incurred in providing professional services during the Fee Period.

VIII. CONCLUSION

26. The administrative services summarized by this Application and rendered by KCC to the Debtors during the Second Interim and Final Fee Period were substantial, professional, and beneficial to the Debtors' estates and creditors. They were reasonable and necessary to the preservation and maximization of the Debtors' estates.

27. As demonstrated throughout this Application, the other factors typically considered in determining compensation -- including complexity, results achieved, special expertise, magnitude of the matter, and professional standing -- all militate toward the conclusion that the amount of compensation requested by KCC is necessary, fair, and reasonable.

28. In light of: (a) the complexity and exigencies of these Chapter 11 cases; (b) the results achieved to date; (c) the significant contributions made and time devoted, often under severe time constraints and to the preclusion of other matters; (d) awards of compensation in similar cases; and (e) other factors pertinent to the allowance of compensation, KCC believes that the compensation sought herein is fair and reasonable and is authorized under the relevant provisions of the Bankruptcy Code.

29. All services for which compensation is sought were performed for and on behalf of the Debtors and their estates, and not on behalf of any other creditor or party in interest. KCC is charging its standard hourly rate for professionals performing services. KCC has not entered into any agreement, express or implied, with any other party in interest for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these Chapter

11 Cases.

WHEREFORE, KCC respectfully requests that this Court enter an order: (a) approving the fees incurred during the Second Interim Period in the amount of \$192,550.41; (b) finally approving all fees incurred during the Final Fee Period in the amount of \$384,364.54; and (c) granting such other and further relief as this Court deems just and proper.

DATED: Redondo Beach, California
August 10, 2020

KURTZMAN CARSON CONSULTANTS LLC,
By:

/s/ Sarah Harbuck

Sarah Harbuck
Corporate Counsel
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
(310) 751-1539

Administrative Advisor for the Debtors

EXHIBIT A

COMPENSATION BY MATTER FOR THE SECOND INTERIM PERIOD

Service Category	Hours	Total
Solicitation	831.4	\$192,550.41

BILLING SUMMARY FOR THE SECOND INTERIM PERIOD

Initials	Name	Position	Hours	Rate	Total
AGN	Adam Gorman	Senior Managing Consultant	74	\$230.45	\$ 17,053.31
AGN	Adam Gorman	Solicitation Consultant	145.2	\$230.45	\$ 33,461.35
AML	Angela Nguyen	Solicitation Consultant	1.9	\$241.69	\$ 459.21
ASK	Ashley Kuarasingh	Consultant	61.7	\$223.17	\$ 13,769.46
ATE	Ana Arias	Consultant	3.9	\$220.53	\$ 860.07
CCE	Cerene Credo	Consultant	8	\$164.32	\$ 1,314.56
CJC	Caitlin Corrie	Consultant	2.3	\$137.87	\$ 317.10
DHA	David Hartie	Senior Managing Consultant	146.8	\$241.69	\$ 35,480.03
DIP	Diego Paranhos	Clerk	0.4	\$56.20	\$ 22.48
EJG	Evan Gershbein	Solicitation Consultant	3.5	\$241.69	\$ 845.91
ESI	Elliser Silla	Consultant	2.8	\$220.53	\$ 617.49
JBU	Joseph Bunning	Senior Consultant	12.2	\$227.14	\$ 2,771.12
JCW	Josh Wilson	Senior Managing Consultant	2.3	\$230.45	\$ 530.03
JDG	Jennifer Grageda	Consultant	2.9	\$220.53	\$ 639.53
JEE	James Lee	Securities Consultant	99.1	\$241.69	\$ 23,951.56
JMG	Jennifer Westwood	Senior Consultant	53.3	\$227.14	\$ 12,106.58
JUY	Justin Uy	Consultant	2.7	\$137.87	\$ 372.25
LRA	Luis Rios	Consultant	5.6	\$220.53	\$ 1,234.96
PJM	Patrick Morrow	Senior Managing Consultant	13.3	\$241.69	\$ 3,214.47
PJM	Patrick Morrow	Solicitation Consultant	32.8	\$241.69	\$ 7,927.43
PRO	Priscilla Romero	Consultant	2.6	\$164.32	\$ 427.23
PWA	Peter Walsh	Senior Managing Consultant	94.5	\$241.69	\$ 22,839.69
SEB	Senayt Berhe	Consultant	5.6	\$164.32	\$ 920.18
SEP	Stephanie Paranhos	Consultant	4.8	\$220.53	\$ 1,058.54
STP	Stephanie Paul	Consultant	2.2	\$137.87	\$ 303.32
SUS	Sumesh Srivastava	Consultant	28.7	\$220.53	\$ 6,329.21
SYR	Sydney Reitzel	Senior Consultant	7	\$227.14	\$ 1,589.98
SYU	Susan Yu	Consultant	1	\$164.32	\$ 164.32
TBM	Travis Buckingham	Consultant	1.4	\$56.21	\$ 78.69
TFL	Teresa Flores	Consultant	1	\$137.87	\$ 137.87
TPE	Thomas Peterson	Consultant	4	\$220.53	\$ 882.12

Initials	Name	Position	Hours	Rate	Total
VTR	Vincent Trang	Consultant	3.9	\$223.17	\$ 870.36
TOTAL			831.4		\$192,550.41

Total Incurred:	\$192,550.41
Blended Rate:	\$231.60

COMPENSATION BY MATTER FOR THE FINAL FEE PERIOD

Service Category	Hours	Total
Schedules and Statements/Contract Review	1,910.2	
Solicitation	831.4	
TOTAL	2,733.6	

BILLING SUMMARY FOR THE FINAL FEE PERIOD

Initials	Name	Position	Hours	Rate	Total
AGN	Adam Gorman	Senior Consultant	53.4	\$171.75	\$ 9,171.46
AGN	Adam Gorman	Senior Managing Consultant	74	\$230.45	\$ 17,053.31
AGN	Adam Gorman	Solicitation Consultant	145.2	\$230.45	\$ 33,461.35
AML	Angela Nguyen	Solicitation Consultant	\$191,814.1	\$241.69	\$ 459.21
ASK	Ashley Kuarsingh	Consultant	\$192,550.4	\$223.17	\$ 13,769.46
ATE	Ana Arias	Consultant	\$384,364.5	\$89.12	\$ 5,356.07
BIF	Bianca Flores	Consultant	79.7	\$80.00	\$ 6,376.00
CCE	Cerene Credo	Consultant	8	\$164.32	\$ 1,314.56
CIM	Cintia Martinez	Consultant	66.5	\$80.00	\$ 5,320.00
CJC	Caitlin Corrie	Consultant	2.3	\$137.87	\$ 317.10
DHA	David Hartie	Senior Managing Consultant	146.8	\$241.69	\$ 35,480.03
DIM	Diana Mauricio	Consultant	61.9	\$80.00	\$ 4,952.00
DIP	Diego Paranhos	Clerk	0.4	\$56.20	\$ 22.48
DSE	Davonte Stewart	Consultant	92.1	\$80.00	\$ 7,368.00
DTO	Diana Torres	Consultant	88.5	\$80.00	\$ 7,080.00
EAG	Esmeralda Aguayo	Consultant	78.9	\$80.00	\$ 6,312.00
EJG	Evan Gershbein	Solicitation Consultant	3.5	\$241.69	\$ 845.91
ESI	Elliser Silla	Consultant	19.1	\$100.60	\$ 1,921.49
FSA	Fernanda Sanchez	Consultant	60.2	\$80.00	\$ 4,816.00
HAM	Hugo Maida	Consultant	38.9	\$80.00	\$ 3,112.00
HBU	Hannah Bussey	Consultant	7	\$80.00	\$ 560.00
IPA	Isabel Padilla	Consultant	66	\$80.00	\$ 5,280.00
JBU	Joseph Bunning	Senior Consultant	12.2	\$227.14	\$ 2,771.12
JCW	Josh Wilson	Senior Managing Consultant	196.9	\$174.91	\$ 34,439.12
JDG	Jennifer Grageda	Consultant	2.9	\$220.53	\$ 639.53
JEE	James Lee	Securities Consultant	99.1	\$241.69	\$ 23,951.56
JMG	Jennifer Westwood	Consultant	1.8	\$168.75	\$ 303.75
JMG	Jennifer Westwood	Senior Consultant	53.3	\$227.14	\$ 12,106.58
JUY	Justin Uy	Consultant	2.7	\$137.87	\$ 372.25
KRA	Kausar AbdulRauf	Consultant	69.1	\$80.00	\$ 5,528.00
LDZ	Laura Diaz	Consultant	57.3	\$80.00	\$ 4,584.00

Initials	Name	Position	Hours	Rate	Total
LRA	Luis Rios	Consultant	23.2	\$113.92	\$ 2,642.96
LSR	Lamiya Shabbir	Consultant	15.2	\$80.00	\$ 1,216.00
MCL	Mikayla Cleary	Consultant	80.1	\$80.00	\$ 6,408.00
MIB	Miriam Barillas	Consultant	29.6	\$80.00	\$ 2,368.00
MJP	Michael Paque	Senior Managing Consultant	4.6	\$182.75	\$ 840.64
MKE	Mercedes Kemp	Consultant	94.3	\$80.00	\$ 7,544.00
PHM	Patrice Harris-Moore	Consultant	37.5	\$80.00	\$ 3,000.00
PJM	Patrick Morrow	Senior Managing Consultant	54.6	\$197.11	\$ 10,762.06
PJM	Patrick Morrow	Solicitation Consultant	32.8	\$241.69	\$ 7,927.43
PRO	Priscilla Romero	Consultant	2.6	\$164.32	\$ 427.23
PTH	Porscha Thompkins	Consultant	65.8	\$80.00	\$ 5,264.00
PWA	Peter Walsh	Senior Managing Consultant	94.5	\$241.69	\$ 22,839.69
RKI	Robyn Kinney	Consultant	76.4	\$80.00	\$ 6,112.00
SEB	Senayt Berhe	Consultant	5.6	\$164.32	\$ 920.18
SEP	Stephanie Paranhos	Consultant	21.4	\$111.52	\$ 2,386.54
SIE	Andreah Sierra	Consultant	32.5	\$80.00	\$ 2,600.00
SMC	Shanice Mitchell	Consultant	76.8	\$80.00	\$ 6,144.00
SMZ	Stanley Martinez	Consultant	2.8	\$80.00	\$ 224.00
STP	Stephanie Paul	Consultant	2.2	\$137.87	\$ 303.32
SUS	Sumesh Srivastava	Consultant	139.2	\$177.84	\$ 24,755.07
SYR	Sydney Reitzel	Consultant	14.6	\$168.75	\$ 2,463.74
SYR	Sydney Reitzel	Senior Consultant	7	\$227.14	\$ 1,589.98
SYU	Susan Yu	Consultant	1	\$164.32	\$ 164.32
SZA	Sonia Zapien	Consultant	80.5	\$80.00	\$ 6,440.00
TBM	Travis Buckingham	Consultant	1.4	\$56.21	\$ 78.69
TFL	Teresa Flores	Consultant	1	\$137.87	\$ 137.87
TPE	Thomas Peterson	Consultant	29.1	\$80.00	\$ 2,890.12
VTR	Vincent Trang	Consultant	3.9	\$223.17	\$ 870.36
	TOTAL		2741.6		\$384,364.54

Total Incurred:	\$384,364.54
Blended Rate:	\$140.20

EXHIBIT B



May 29, 2020

Windstream Holdings Inc
Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

Re: Windstream Holdings Inc
USBC Case No.

Dear Robert E. Gunderman, CFO:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period April 1, 2020 to April 30, 2020 in the amount of \$26,757.36 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 751-1803 or EGershbein@kccllc.com

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "Evan Gershbein", with a stylized flourish at the end.

Evan Gershbein
SVP Restructuring

Enclosures



May 29, 2020

Copy Parties

Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

John R. Luze
Kirkland & Ellis LLP
300 North LaSalle
Chicago IL 60654

Andrew Gasbarra
Alvarez & Marsal North America, LLC
Bank of America Plaza
540 W Madison St #1800
Chicago IL 60661

Kurtzman Carson Consultants LLC

Account Number	70758KCC	Invoice Date	May 29, 2020
Invoice Number	US_KCC1840542	Due Date	Due upon receipt

Windstream Holdings Inc Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$26,757.36
<i>Total of Hourly Fees</i>	\$26,757.36
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Invoice Subtotal</i>	\$26,757.36
Sales and Use Tax	0.00
<i>Total Invoice</i>	\$26,757.36

Please detach and return this portion of the statement with your check to KCC.
Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70758KCC
Invoice Number US_KCC1840542
Total Amount Due \$26,757.36

Check Payments to:
Kurtzman Carson Consultants LLC
Dept CH 16639
Palatine, IL 60055-6639

Wire Payments to:
Kurtzman Carson Consultants LLC
HSBC Bank, NA
452 Fifth Avenue, New York, NY 10018
Account # 000183571
FED ABA # 021001088
ACH Routing # 022000020

Amount Paid \$

Kurtzman Carson Consultants LLC

04/01/2020 - 04/30/2020

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AGN	Adam Gorman	SMC	36.10	\$230.45	\$8,319.25
AGN	Adam Gorman	SOL	18.20	\$230.45	\$4,194.20
DHA	David Hartie	SMC	12.50	\$241.69	\$3,021.13
JEE	James Lee	SEC	5.50	\$241.69	\$1,329.30
JMG	Jennifer Westwood	SC	14.30	\$227.14	\$3,248.11
PJM	Patrick Morrow	SMC	9.00	\$241.69	\$2,175.21
PJM	Patrick Morrow	SOL	9.00	\$241.69	\$2,175.22
PWA	Peter Walsh	SMC	6.30	\$241.69	\$1,522.66
SYR	Sydney Reitzel	SC	3.40	\$227.14	\$772.28
Total					\$26,757.36

Kurtzman Carson Consultants LLC

04/01/2020 - 04/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/1/2020	DHA	Review of revised DS Motion and exhibits, discuss same with team	SMC	Solicitation	2.20
4/1/2020	DHA	Call with FP of K&E re e-delivery options for noticing	SMC	Solicitation	0.20
4/1/2020	DHA	Participate in conference call with K&E and A&M teams re solicitation motion, service of solicitation docs and DS Hearing notice	SMC	Solicitation	0.50
4/1/2020	DHA	Review DS motions and prepare comments re e-delivery option to underlying BOs of securities through nominees, coordinate with team re same and provide to counsel	SMC	Solicitation	0.90
4/1/2020	PWA	Review of revised Disclosure Statement Motion, Orders and securities ballots	SMC	Solicitation	1.30
4/1/2020	JEE	Provide additional comments to DS Motion/Proposed order	SEC	Solicitation	0.90
4/1/2020	JEE	Call w/ counsel re: solicitation timing and DS Hearing Notice services matters	SEC	Solicitation	0.40
4/1/2020	JMG	Review revised D/S motion and solicitation materials; follow up with case team re same	SC	Solicitation	0.90
Total for 4/1/2020					7.30
4/6/2020	PJM	Prepare solicitation mailing summary file, including mailing to customers, creditor matrix, and equity holders; follow-up with KCC Team re same	SOL	Solicitation	1.60
Total for 4/6/2020					1.60
4/7/2020	AGN	Update and revise class 6a potential obligor ballots; correspondence with client re same	SMC	Solicitation	1.80
Total for 4/7/2020					1.80
4/10/2020	AGN	Prepare initial draft of voting amount spreadsheet for solicitation	SOL	Solicitation	2.30
4/10/2020	PJM	Review initial draft of voting amount spreadsheet for solicitation	SOL	Solicitation	1.20
Total for 4/10/2020					3.50
4/13/2020	PJM	Correspondence re claim details for potential obligor voting details; review tracking chart re same	SMC	Solicitation	1.60
4/13/2020	AGN	Review claim detail re potential obligor voting details; update tracking chart re same	SMC	Solicitation	3.20
Total for 4/13/2020					4.80
4/14/2020	SYR	Classify filed and scheduled claims into voting and non-voting classes based on DS Motion	SC	Solicitation	3.40
4/14/2020	JMG	Review filed and scheduled claims to determine plan classification for voting purposes	SC	Solicitation	2.40
4/14/2020	AGN	Review claim detail re potential obligor voting details; prepare voting amount spreadsheet re same	SMC	Solicitation	2.30
4/14/2020	AGN	Update and revise claim detail file re obligor voting parties; corresponded with counsel and client re same	SMC	Solicitation	2.40
Total for 4/14/2020					10.50
4/15/2020	PJM	Review filed and scheduled claims to determine plan classification for voting purposes	SMC	Solicitation	1.20
4/15/2020	JMG	Review filed and scheduled claims to determine plan classification for voting purposes	SC	Solicitation	2.00

Kurtzman Carson Consultants LLC

04/01/2020 - 04/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 4/15/2020					3.20
4/17/2020	PJM	Review updated claim detail file re obligor voting parties and non-voting classes; corresponded with counsel and client re same	SMC	Solicitation	1.40
4/17/2020	AGN	Update and revise claim detail file re obligor voting parties and non-voting classes; corresponded with counsel and client re same	SMC	Solicitation	3.30
4/17/2020	AGN	Review claim detail re potential obligor voting details; prepare voting amount spreadsheet re same	SMC	Solicitation	3.20
Total for 4/17/2020					7.90
4/20/2020	AGN	Update and revise voting amount spreadsheet for solicitation; correspondence with case team re same	SMC	Solicitation	3.60
Total for 4/20/2020					3.60
4/21/2020	JMG	Review filed and scheduled claims to determine plan classification for voting purposes	SC	Solicitation	3.00
4/21/2020	AGN	Update and revise voting amount spreadsheet for solicitation; correspondence with case team re same	SMC	Solicitation	3.20
4/21/2020	AGN	Prepare supplemental voting class detail re class 6a & 6b	SMC	Solicitation	3.50
Total for 4/21/2020					9.70
4/22/2020	DHA	Respond to inquiries received from CD of Banque Canada re solicitation processes	SMC	Solicitation	0.50
4/22/2020	PJM	Review draft voting amount spreadsheet and claims information; review superseded scheduled claims and duplicative filed claim information; follow-up re same	SMC	Solicitation	3.60
4/22/2020	JEE	Review voting amount spreadsheet for service requirements	SEC	Solicitation	1.10
4/22/2020	JMG	Review filed and scheduled claims to determine plan classification for voting purposes	SC	Solicitation	2.00
4/22/2020	AGN	Update voting amount spreadsheet re liquidated amounts, current amounts, and match details	SMC	Solicitation	2.30
4/22/2020	AGN	Prepare supplemental voting class detail re class 6a & 6b	SMC	Solicitation	1.80
Total for 4/22/2020					11.30
4/23/2020	DHA	Review and respond to questions received from TC of Citibank re pending solicitation	SMC	Solicitation	0.40
Total for 4/23/2020					0.40
4/27/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim details re same	SOL	Solicitation	3.10
Total for 4/27/2020					3.10
4/28/2020	PJM	Prepare estimate for upcoming mailing and balloting; review case precedent and other case files re same	SMC	Solicitation	1.20
4/28/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim details re same	SOL	Solicitation	2.50
4/28/2020	AGN	Administrative review of claims re voting and solicitation amounts of claims	SMC	Solicitation	1.50

Kurtzman Carson Consultants LLC

04/01/2020 - 04/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 4/28/2020					5.20
4/29/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.30
4/29/2020	DHA	Prepare budget for solicitation event through confirmation re public securities aspect	SMC	Solicitation	1.30
4/29/2020	DHA	Participate in call with K&E team re current status, receive revised solicitation procedures	SMC	Solicitation	0.30
4/29/2020	DHA	Review revised solicitation procedures, internal discussions re equity opt out revisions and path forward	SMC	Solicitation	3.90
4/29/2020	PWA	Review DS Motion and proposed Order re service of solicitation material electronically on securities holders	SMC	Solicitation	0.80
4/29/2020	PWA	Review revised DS order and revised equity opt-out; discussions with securities team re revised equity opt-out mechanics to determine options for processing same	SMC	Solicitation	3.30
4/29/2020	JEE	Review draft revised DS order and exhibits; prepare comments for upcoming service	SEC	Solicitation	1.00
4/29/2020	JEE	Office conference w/ securities team re: revised notice to non-voting impaired class allowing for opt-out of releases	SEC	Solicitation	0.70
4/29/2020	JEE	Call w/ counsel re: review of open claims issues for solicitation and prep for solicitation generally	SEC	Solicitation	0.40
4/29/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim details re same	SOL	Solicitation	3.20
4/29/2020	AGN	Attend case status conference re voting amount spreadsheet; update and revise voting details re same	SOL	Solicitation	1.60
4/29/2020	AGN	Administrative review of claims re voting and solicitation amounts of claims	SMC	Solicitation	1.40
4/29/2020	PJM	Prepare for and attend conference call with K&E re draft voting amount spreadsheet; prepare list of sample claims for review; follow-up re same	SOL	Solicitation	1.20
4/29/2020	PJM	Correspondence with counsel re updated solicitation procedures and draft DS order; prepare comments and follow-up re same	SOL	Solicitation	1.40
Total for 4/29/2020					20.80
4/30/2020	DHA	Participate in call with MR of K&E and JM of KCC re proposed opt out process re equity	SMC	Solicitation	0.30
4/30/2020	DHA	Provide sample precedent to K&E team re equity opt out processing via nominees and agents	SMC	Solicitation	0.80
4/30/2020	DHA	Prepare estimated cost for securities solicitation elements re budget, share same with team	SMC	Solicitation	0.90
4/30/2020	PWA	Review mailing agent cost estimate prepared for notes and equity opt-out solicitations	SMC	Solicitation	0.30
4/30/2020	PWA	Telephone call with GSG team re service and processing options re equity opt-out releases	SMC	Solicitation	0.30
4/30/2020	PWA	Office conference with securities team re case status, open items and next steps for solicitation	SMC	Solicitation	0.30
4/30/2020	JEE	Office conference w/ Securities Team and case team re: revised DS Order	SEC	Solicitation	0.30
4/30/2020	JEE	Review redline change of draft DS Order from counsel	SEC	Solicitation	0.70
4/30/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim details re same	SOL	Solicitation	3.60
4/30/2020	AGN	Prepare solicitation materials re potential opt-out parties; correspondence with counsel re same	SOL	Solicitation	1.90
4/30/2020	JMG	Review claims to determine aggregated voting amounts	SC	Solicitation	4.00

Kurtzman Carson Consultants LLC

04/01/2020 - 04/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/30/2020	AGN	Review claim details re opt-out parties and non-voting parties	SMC	Solicitation	0.90
4/30/2020	AGN	Administrative review of claims re voting and solicitation amounts of claims	SMC	Solicitation	1.70
4/30/2020	PJM	Correspondence with counsel re updates to draft DS Order and service procedures; review filed motion and follow-up re same	SOL	Solicitation	1.20
4/30/2020	PJM	Prepare updates to voting amount spreadsheet and noticing summary due to addition of opt-out form to non-voting parties; review claims data and all noticing data re same	SOL	Solicitation	2.40
<i>Total for 4/30/2020</i>					<i>19.60</i>
<i>Total Hours</i>					<i>114.30</i>

Kurtzman Carson Consultants LLC

04/01/2020 - 04/30/2020

Expenses

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
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Total Expenses



June 29, 2020

Windstream Holdings Inc
Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

Re: Windstream Holdings Inc
USBC Case No.

Dear Robert E. Gunderman, CFO:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period May 1, 2020 to May 31, 2020 in the amount of \$68,394.81 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 751-1803 or EGershbein@kccllc.com

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "Evan Gershbein", with a stylized flourish at the end.

Evan Gershbein
SVP Restructuring

Enclosures



June 29, 2020

Copy Parties

Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

John R. Luze
Kirkland & Ellis LLP
300 North LaSalle
Chicago IL 60654

Andrew Gasbarra
Alvarez & Marsal North America, LLC
Bank of America Plaza
540 W Madison St #1800
Chicago IL 60661

Kurtzman Carson Consultants LLC

Account Number	70758KCC	Invoice Date	June 29, 2020
Invoice Number	US_KCC1855904	Due Date	Due upon receipt

Windstream Holdings Inc Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$68,394.81
<i>Total of Hourly Fees</i>	\$68,394.81
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Invoice Subtotal</i>	\$68,394.81
Sales and Use Tax	0.00
<i>Total Invoice</i>	\$68,394.81

Please detach and return this portion of the statement with your check to KCC.
Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70758KCC

Invoice Number US_KCC1855904

Total Amount Due \$68,394.81

Amount Paid

\$

Check Payments to:

Kurtzman Carson Consultants LLC
Dept CH 16639
Palatine, IL 60055-6639

Wire Payments to:

Kurtzman Carson Consultants LLC
HSBC Bank, NA
452 Fifth Avenue, New York, NY 10018
Account # 000183571
FED ABA # 021001088
ACH Routing # 022000020

Kurtzman Carson Consultants LLC

05/01/2020 - 05/31/2020

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AGN	Adam Gorman	SMC	37.90	\$230.45	\$8,734.06
AGN	Adam Gorman	SOL	46.00	\$230.45	\$10,600.69
AML	Angela Nguyen	SOL	1.90	\$241.69	\$459.21
ASK	Ashley Kuarasingh	CON	15.50	\$223.17	\$3,459.08
DHA	David Hartie	SMC	56.50	\$241.69	\$13,655.42
EJG	Evan Gershbein	SOL	3.50	\$241.69	\$845.91
JBU	Joseph Bunning	SC	12.20	\$227.14	\$2,771.12
JEE	James Lee	SEC	25.10	\$241.69	\$6,066.44
JMG	Jennifer Westwood	SC	25.90	\$227.14	\$5,882.93
PJM	Patrick Morrow	SMC	4.30	\$241.69	\$1,039.26
PJM	Patrick Morrow	SOL	12.20	\$241.69	\$2,948.61
PWA	Peter Walsh	SMC	45.00	\$241.69	\$10,876.04
SYR	Sydney Reitzel	SC	1.80	\$227.14	\$408.85
VTR	Vincent Trang	CON	2.90	\$223.17	\$647.19
<i>Total</i>				<i>\$68,394.81</i>	

Kurtzman Carson Consultants LLC

05/01/2020 - 05/31/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/1/2020	DHA	Review draft solicitation procedures motion, discuss methods of opt out solicitation with team, IT and K&E team	SMC	Solicitation	2.70
5/1/2020	DHA	Review and internal discussions re First Lien certification process and related timing, review same on call with K&E	SMC	Solicitation	2.80
5/1/2020	PWA	GSG discussions re timing of request of registered shareholder list from transfer agent	SMC	Noticing	0.30
5/1/2020	PWA	Review and respond to emails from securities and case teams re equity opt-out mechanics and procedures	SMC	Solicitation	1.60
5/1/2020	PWA	Read Objection filed by US Bank as Indenture Trustee for certain unsecured notes	SMC	Solicitation	1.20
5/1/2020	PWA	Telephone conference with counsel re lender RD holdings list an noteholders processing of Ownership Certification Form	SMC	Solicitation	0.40
5/1/2020	PWA	Review Ownership Certification Form for First Lien Claims and GSG/case team discussions re mechanics for processing such information	SMC	Solicitation	2.40
5/1/2020	PJM	Prepare for and attend conference call re changes to opt out procedures	SOL	Solicitation	1.20
5/1/2020	EJG	Attention to logistics for distribution and processing of opt out forms, including utilizing an electronic opt out form submission on public access website	SOL	Solicitation	0.50
5/1/2020	JEE	Email w/ case team re: estimated fees for solicitation on public securities	SEC	Solicitation	0.20
5/1/2020	JEE	Office conference w/ securities team re: service lists for upcoming solicitation	SEC	Solicitation	0.30
5/1/2020	JEE	Design webpage for online opt out process for non-voting classes	SEC	Solicitation	2.10
5/1/2020	JEE	Call w/ transfer agent re: request for record date registered holder file for service of equity	SEC	Solicitation	0.50
5/1/2020	JEE	Office conference w/ case team re: opt out mechanics	SEC	Solicitation	0.30
5/1/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.00
5/1/2020	AGN	Attend case status conference re voting amount spreadsheet and solicitation; update files, case data, and tracking materials re same re same	SOL	Solicitation	1.90
5/1/2020	AGN	Prepare voting procedures re final solicitation	SMC	Case Administration / Maintenance	1.20
5/1/2020	AGN	Retrieve and review precedent materials re 3rd party opt-out for non-voting parties	SMC	Case Administration / Maintenance	1.80
Total for 5/1/2020					24.40
5/2/2020	JMG	Review new filed claims to determine plan classification for voting purposes	SC	Solicitation	2.00
Total for 5/2/2020					2.00
5/3/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	2.50
Total for 5/3/2020					2.50
5/4/2020	DHA	Coordinate with team re establishing voting record dates with nominees and agents, request DTC reports and shareholder file	SMC	Solicitation	1.70
5/4/2020	PWA	Review latest draft of Disclosure Statement Order re electronic delivery of solicitation material to securities nominees and agents	SMC	Noticing	0.30
5/4/2020	PJM	Follow-up correspondence re upcoming noticing to Class 3 claimants; review case files and follow-up re same	SMC	Noticing	0.70
5/4/2020	PJM	Prepare tracking sheet of all tasks associated with upcoming solicitation mailing; follow-up with KCC team re same	SOL	Solicitation	0.80

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Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/4/2020	PJM	Prepare voting amount spreadsheet and templates for upcoming solicitation service; review precedent and follow-up re same	SOL	Solicitation	1.00
5/4/2020	ASK	Prepare Broadridge JEF re solicitation mailing	CON	Solicitation	0.50
5/4/2020	ASK	Prepare DTC request letter re solicitation mailing record date	CON	Solicitation	0.50
5/4/2020	ASK	Coordinate with Broadridge re solicitation mailing to securities parties	CON	Solicitation	0.20
5/4/2020	ASK	Coordinate with Mediant re solicitation mailing to securities parties	CON	Solicitation	0.20
5/4/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	2.80
5/4/2020	AGN	Correspondence with client re solicitation of first lien private debt holders	SOL	Solicitation	0.80
5/4/2020	JMG	Review and update voting amount spreadsheet with recent claim updates	SC	Solicitation	3.70
5/4/2020	AGN	Administrative review of claims in advance of solicitation voting record date	SMC	Claims Analysis	2.10
Total for 5/4/2020					15.30
5/5/2020	DHA	Review of draft solicitation procedures, discuss same with team and provide comments to MR of K&E re same	SMC	Solicitation	3.20
5/5/2020	DHA	Coordinate with team re equity holder file, opt out process via website re registered equity parties	SMC	Solicitation	1.30
5/5/2020	PWA	Review and provide comments to draft website language re equity opt-out	SMC	Noticing	0.30
5/5/2020	PWA	Review and provide comments to revised draft Disclosure Statement Order, ballots and opt-out forms; securities group and case team discussions re processing equity opt-out forms for common shareholders and unimpaired claimants	SMC	Noticing	3.10
5/5/2020	PWA	Review and provide additional comments to revised equity opt-out forms	SMC	Noticing	1.10
5/5/2020	EJG	Attention to logistics for distribution and processing of opt out forms, including utilizing an electronic opt out form submission on public access website	SOL	Solicitation	0.40
5/5/2020	JEE	Call w/ noteholder re: inquiry on timing of solicitation and issues related to same	SEC	Communications / Call Center	0.30
5/5/2020	JEE	Prepare website to allow equity holders to elect opt out of third party releases	SEC	Maintenance of Public Access Website	1.20
5/5/2020	JEE	Coordinate w/ IT team re: development of backend tracking of online third party releases	SEC	Maintenance of Public Access Website	0.40
5/5/2020	JEE	Office conferences w/ securities team re: upcoming solicitation and equity opt out of releases	SEC	Noticing	0.50
5/5/2020	JEE	Revise formatting of registered equity holders list w/ options for third party release opt-out tracking	SEC	Noticing	1.70
5/5/2020	JEE	Follow up w/ transfer agent re: request for record date equity registered holder list	SEC	Noticing	0.40
5/5/2020	JEE	Review revised proposed order approving disclosure statement, and exhibits thereto	SEC	Solicitation	0.70
5/5/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.40
5/5/2020	SYR	Update voting amount spreadsheet with current pending claim amounts	SC	Solicitation	0.50
Total for 5/5/2020					18.50
5/6/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.30
5/6/2020	DHA	Coordinate with team re website dev for equity opt out parties	SMC	Solicitation	0.60
5/6/2020	PWA	Review and provide comments to draft website language re equity opt-out	SMC	Noticing	0.80
5/6/2020	PJM	Review claims input into KCC CaseView; prepare updates to voting amount spreadsheet in preparation for solicitation	SOL	Solicitation	1.60

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<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/6/2020	EJG	Attention to upcoming solicitation mailing, including logistics for serving a color letter to the Customer mailing list	SOL	Solicitation	1.80
5/6/2020	ASK	Prepare service lists re solicitation mailing to securities parties	CON	Solicitation	1.20
5/6/2020	ASK	Phone conference with KCC GSG team re case status	CON	Solicitation	0.30
5/6/2020	JEE	Review draft online third party release form and test functionality for same	SEC	Solicitation	0.90
5/6/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	2.90
5/6/2020	JMG	Review and update voting amount spreadsheet	SC	Solicitation	4.50
Total for 5/6/2020					14.90
5/7/2020	DHA	review and assist with prep of service files for solicitation launch, review Broadridge data for each CUSIP	SMC	Solicitation	1.10
5/7/2020	DHA	Coordinate with team re website for equity opt out parties	SMC	Solicitation	0.70
5/7/2020	PWA	Review and revise mail documents re service of solicitation packages and opt-out forms to nominees and their agents	SMC	Solicitation	1.90
5/7/2020	PJM	Review claims input into KCC CaseView; prepare updates to voting amount spreadsheet in preparation for solicitation	SOL	Solicitation	1.60
5/7/2020	ASK	Update service lists re solicitation mailing to securities parties	CON	Solicitation	0.70
5/7/2020	JEE	Prepare separate email distribution list for equity opt out use	SEC	Solicitation	0.50
5/7/2020	JEE	Office conference w/ case team re: online opt out form review	SEC	Solicitation	0.30
5/7/2020	JEE	Coordinate w/ development team re: QC of online opt out form	SEC	Solicitation	0.80
5/7/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.30
5/7/2020	JMG	Review and update voting amount spreadsheet; follow up re Directors and Officers	SC	Solicitation	1.50
Total for 5/7/2020					12.40
5/8/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.30
5/8/2020	DHA	Participate in call with CC of Cortland re 1L data required for solicitation	SMC	Solicitation	0.60
5/8/2020	DHA	Coordinate with team re website for equity opt out parties	SMC	Solicitation	0.80
5/8/2020	DHA	Coordinate with team re overall mailing and records prep for service, review same with production	SMC	Solicitation	3.90
5/8/2020	DHA	Coordinate with NS of Mediant re pending solicitation mailing processing, review docs and CUSIPs, confirm process and timing	SMC	Solicitation	0.80
5/8/2020	PWA	GSG discussions re timing of Disclosure Statement Order and securities ballots	SMC	Solicitation	0.80
5/8/2020	PWA	Review latest draft Disclosure Statement Order to confirm documents for securities solicitation packages and other service requirements	SMC	Solicitation	1.30
5/8/2020	PWA	Review draft website re opt-out for registered equity holders and unimpaired holders	SMC	Solicitation	0.60
5/8/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.60
5/8/2020	PWA	Monitor docket for filings re securities solicitation preparation and launch of same	SMC	Solicitation	2.40
5/8/2020	PWA	Update CUSIP chart with equity and voting notes DTC positions for May 7 voting record date	SMC	Solicitation	0.60
5/8/2020	PWA	Telephone call with GSG group re status of opt-out for unimpaired equity parties	SMC	Solicitation	0.30

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Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/8/2020	PJM	Prepare for and attend conference call with agent for First Liens re upcoming solicitation and record date; follow-up re same	SOL	Solicitation	1.20
5/8/2020	ASK	Prepare pack slip re solicitation mailing to securities parties	CON	Solicitation	0.70
5/8/2020	ASK	Review data and enter DTC lists onto excel spreadsheets re Solicitation	CON	Solicitation	3.20
5/8/2020	ASK	Phone conference with KCC GSG team re case status	CON	Solicitation	0.30
5/8/2020	ASK	Prepare cover memo re solicitation mailing to securities parties	CON	Solicitation	0.50
5/8/2020	JEE	Cross reference updated registered holder report from transfer agent against earlier version for solicitation	SEC	Noticing	1.90
5/8/2020	JEE	Email w/ counsel re: revision of equity opt out process	SEC	Solicitation	0.20
5/8/2020	JEE	Review revised proposed DS order for solicitation materials and prep for upcoming solicitation	SEC	Solicitation	2.70
5/8/2020	JEE	Follow up w/ Broadridge re: delivery options for solicitation materials to equity holders	SEC	Solicitation	0.20
5/8/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.50
5/8/2020	AGN	Attend case status conference re privately held first lien debt; review diligence materials re same	SOL	Solicitation	1.60
5/8/2020	JMG	Review and update voting amount spreadsheet with new claims	SC	Solicitation	1.50
Total for 5/8/2020					30.50
5/9/2020	PJM	Review updated voting amount spreadsheet; identify voting and notice only parties on creditor matrix; prepare data for upcoming mailing	SMC	Noticing	2.60
5/9/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.00
5/9/2020	JMG	Review and update voting amount spreadsheet	SC	Solicitation	1.50
Total for 5/9/2020					7.10
5/10/2020	DHA	Coordinate with team re update to DS order court approval and related timing	SMC	Solicitation	0.50
5/10/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	2.90
5/10/2020	JMG	Review and update voting amount spreadsheet; prepare correspondence re same	SC	Solicitation	1.10
Total for 5/10/2020					4.50
5/11/2020	DHA	Coordinate with NS of Mediant and NA of Broadridge re revisions to opt out process for common stockholders	SMC	Solicitation	0.80
5/11/2020	PWA	Revise preliminary service lists and mail documents re service of solicitation and noting material on nominees and agents	SMC	Solicitation	1.10
5/11/2020	AML	Assist with importing Class 6A parties into KCC CaseView; review ballot data re same	SOL	Solicitation	1.00
5/11/2020	PJM	Review updated voting amount spreadsheet; prepare comments re open items and large claims; review duplicate and aggregate claims	SOL	Solicitation	1.80
5/11/2020	ASK	Phone conference with KCC GSG team re case status	CON	Solicitation	0.30
5/11/2020	JEE	Follow up w/ Mediant and Broadridge re: change to non-voting notice to equity re: opt out option	SEC	Noticing	0.30
5/11/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	2.90
5/11/2020	AGN	Prepare draft documents re solicitation	SOL	Solicitation	1.60

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Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/11/2020	JMG	Review and update voting amount spreadsheet; prepare correspondence re same	SC	Solicitation	2.20
Total for 5/11/2020					12.00
5/12/2020	PWA	Develop strategy for implementing mechanics in connection with processing rights offer for notes and lender claims	SMC	Solicitation	2.60
5/12/2020	JEE	Coordinate w/ IT team re: revision to equity opt out online form	SEC	Solicitation	0.30
5/12/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.00
Total for 5/12/2020					5.90
5/13/2020	AML	Assist with importing Class 3 parties into KCC CaseView; review ballot data re same	SOL	Solicitation	0.60
5/13/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.40
Total for 5/13/2020					4.00
5/14/2020	DHA	Review of filed DS Order and related exhibits, discuss with team and MR of K&E	SMC	Solicitation	1.60
5/14/2020	DHA	Coordinate with team and production re service timing, assist in submitting PRFs to facilitate same	SMC	Solicitation	5.70
5/14/2020	DHA	Coordinate with nominee agents re revisions to procedures re balloting by Class and equity opt out drop	SMC	Solicitation	0.80
5/14/2020	DHA	Assist in preparing revised service list and related cover memos and pack slips, coordinate with team re same	SMC	Solicitation	2.80
5/14/2020	PWA	Finalize service lists and mail documents and submit production requests for non-voting equity and voting notes re solicitation materials to be produced and delivered to nominees and agents	SMC	Solicitation	2.20
5/14/2020	PWA	Respond to inquiries from nominees re status of final solicitation material	SMC	Solicitation	0.40
5/14/2020	AML	Assist with ballot generation and eballot preparation	SOL	Solicitation	0.30
5/14/2020	ASK	Submit overnight PRF re Class 5 Solicitation materials to securities parties	CON	Solicitation	0.70
5/14/2020	ASK	Submit overnight PRF re Class 6A solicitation materials to securities parties	CON	Solicitation	0.70
5/14/2020	ASK	Submit first class PRF re all classes solicitation materials to securities parties	CON	Solicitation	0.50
5/14/2020	ASK	Phone conference with KCC GSG team re case status	CON	Solicitation	0.50
5/14/2020	JEE	Office conferences w/ securities team re: solicitation mailings to noteholders and equity	SEC	Noticing	1.00
5/14/2020	JEE	Coordinate w/ nominee agents re: updated documents for noteholder ballots	SEC	Noticing	0.40
5/14/2020	JEE	Admin review of solicitation documents and flash drives	SEC	Noticing	2.40
5/14/2020	AGN	Update and revise voting amount spreadsheet re upcoming solicitation and balloting; review claim, ballot, class, and creditor details re same	SOL	Solicitation	3.50
5/14/2020	AGN	Review final solicitation materials for distribution	SMC	Case Administration / Maintenance	1.80
Total for 5/14/2020					25.30
5/15/2020	DHA	Update pack slips to include specific job numbers received, coordinate re-submission of PRFs to include revised docs	SMC	Solicitation	0.90
5/15/2020	DHA	Coordinate with USB vendor and Broadridge re delivery process and service timing given same	SMC	Solicitation	1.30

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Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/15/2020	DHA	Coordinate with NS of Mediant re revisions to balloting by Class and equity opt out drop, revise JEFs and provide new direction for service re same	SMC	Solicitation	0.70
5/15/2020	DHA	Coordinate with RA of Broadridge re revisions to balloting by Class and equity opt out drop, revise JEFs and provide new direction for service re same	SMC	Solicitation	0.80
5/15/2020	PWA	Review claims database for First Lien Notes proof of claim; review Class 3 Term Loan Lender spreadsheet and determine global claim amounts including First Lien Notes re calculations for rights offer	SMC	Solicitation	1.70
5/15/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.60
5/15/2020	ASK	Update overnight PRF to include pack slip & Broadridge Job #s re Class 6A solicitation materials to securities parties	CON	Solicitation	0.50
5/15/2020	ASK	Update overnight PRF to include pack slip & Broadridge Job #s re Class 5 Solicitation materials to securities parties	CON	Solicitation	0.50
5/15/2020	ASK	Update first class PRF to include cover memo & Broadridge Job #s re all classes solicitation materials to securities parties	CON	Solicitation	0.50
5/15/2020	JEE	Follow up w/ nominee agents re: solicitation materials	SEC	Noticing	0.30
5/15/2020	AGN	Prepare first lien claim detail for balloting	SMC	Case Administration / Maintenance	2.30
5/15/2020	AGN	Quality control review of class 3 ballots re solicitation mailing	SMC	Case Administration / Maintenance	1.50
5/15/2020	AGN	Quality control review of class 6a ballots re solicitation mailing	SMC	Noticing	1.80
Total for 5/15/2020					13.40
5/16/2020	DHA	Coordinate with team re revised docs for USB, coordinate revised timing of deliveries and service re same	SMC	Solicitation	0.80
Total for 5/16/2020					0.80
5/18/2020	DHA	Prepare schedule of securities plan class claims and count of underlying holders re same, review with team	SMC	Solicitation	0.80
5/18/2020	DHA	Coordinate with team re Broadridge invoice received re service of non-voting notices to equity, review and hold until balance arrive	SMC	Solicitation	0.60
5/18/2020	DHA	Coordinate with team re email service to securities nominees and agent for voting and non-voting securities	SMC	Solicitation	0.60
5/18/2020	DHA	Coordinate with NS of Mediant re breakout of materials by class and CUSIP, provide revised instructions to team re same	SMC	Solicitation	0.60
5/18/2020	DHA	Coordinate with production and team re revised schedule of deliveries to nominees and agent re voting and non-voting materials	SMC	Solicitation	1.70
5/18/2020	PWA	Review CUSIP chart and confirm outstanding principal amount of each note issuance	SMC	Solicitation	0.20
5/18/2020	PJM	Prepare Class 3 and 6A eBallot templates in KCC CaseView; review and test data re same	SOL	Solicitation	1.80
5/18/2020	EJG	Attention to status of solicitation mailing, including the Customer list	SOL	Solicitation	0.80
5/18/2020	JEE	Admin review of courtesy email service of solicitation materials to DTC participants by CUSIP	SEC	Noticing	0.50
5/18/2020	JEE	Follow up w/ nominee agents re: status of distribution of solicitation materials	SEC	Noticing	0.40
5/18/2020	SYR	Review and update Class 3 eBallot information in KCC CaseView	SC	Solicitation	1.30
5/18/2020	JMG	Set up eballots in KCC CaseView; review ballot and voting procedures re same	SC	Solicitation	6.90
5/18/2020	VTR	Prepare ballot summary detail re 1st lien balloting	CON	Solicitation	2.90
5/18/2020	AGN	Prepare class, balloting, and claim detail re balloting for Unsecured Creditors Committee	SMC	Claims Analysis	2.50

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5/18/2020	AGN	Prepare eBallot portal for voting; update ballot intake questions re same	SMC	Case Administration / Maintenance	2.60
5/18/2020	AGN	Update voting detail re solicitation noticing	SMC	Noticing	2.20
5/18/2020	AGN	Coordinate email noticing of ballot details of first lien private holders	SMC	Noticing	2.50
Total for 5/18/2020					28.90
5/19/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	0.90
5/19/2020	DHA	Coordinate with RA of Broadridge re bulk materials delivery timing and job set up	SMC	Solicitation	0.60
5/19/2020	DHA	Coordinate with production re revised service of solicitation materials to nominees and agents, adjust PRFs to reflect timing	SMC	Solicitation	0.60
5/19/2020	DHA	Coordinate with RA of Broadridge re bulk materials delivery timing and job set up	SMC	Solicitation	0.80
5/19/2020	PWA	Review Disclosure Statement and Plan and prepare draft FAQs for call center re solicitation of noteholders and noticing of equity parties	SMC	Solicitation	3.60
5/19/2020	ASK	Respond to inquiries re solicitation materials	CON	Solicitation	0.40
5/19/2020	JEE	Email w/ Wilmington Trust re: comments to announcement by indenture trustee re: solicitation	SEC	Noticing	0.30
5/19/2020	JEE	Email w/ DTC re: bankruptcy contact information for noticing	SEC	Noticing	0.20
5/19/2020	JEE	Email w/ nominees re: inquiries on solicitation paperwork	SEC	Solicitation	0.30
5/19/2020	AGN	Finalize balloting detail re solicitation; update data files re same	SMC	Case Administration / Maintenance	1.60
5/19/2020	AGN	Retrieve and distribute ballot details per creditor inquiries	SMC	Noticing	1.20
Total for 5/19/2020					10.50
5/20/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.10
5/20/2020	DHA	Coordinate with RMR of WT and team re telephone number error in WT notice	SMC	Solicitation	0.70
5/20/2020	PWA	Email discussion with GSG re KCC contact telephone in Disclosure Statement	SMC	Solicitation	0.30
5/20/2020	PWA	Review and respond to inquiries from nominees re solicitation materials	SMC	Solicitation	0.60
5/20/2020	JEE	Follow up w/ nominee agents re: status of distribution of solicitation materials	SEC	Noticing	0.40
5/20/2020	JEE	Emails w/ Euroclear re: inquiries on solicitation submissions	SEC	Solicitation	0.20
5/20/2020	AGN	Research Bank of America claim detail re balloting and voting; correspondence with creditor re same	SMC	Case Administration / Maintenance	1.00
5/20/2020	AGN	Retrieve and distribute ballot details per creditor inquiries	SMC	Noticing	1.50
Total for 5/20/2020					5.80
5/21/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	2.10
5/21/2020	PWA	Review Backstop Commitment Agreement for parties to the agreement; information for parties to the Plan Support Agreement, and general rights offering mechanics and funding	SMC	Solicitation	1.80
5/21/2020	PWA	Review and respond to inquiries from nominees re solicitation materials	SMC	Solicitation	0.70
5/21/2020	PJM	Prepare ballot review procedures; review ballot information and follow-up re same	SOL	Solicitation	1.20
5/21/2020	ASK	Phone conference with KCC GSG team re case status	CON	Solicitation	0.30
5/21/2020	ASK	Respond to inquiries re solicitation materials	CON	Solicitation	0.80

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05/01/2020 - 05/31/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/21/2020	JEE	Emails and calls w/ brokers re: inquiries on voting procedures	SEC	Communications / Call Center	0.70
5/21/2020	JMG	Set up ballot questions in KCC CaseView	SC	Solicitation	0.50
5/21/2020	AGN	Retrieve and distribute ballot details per creditor inquires	SMC	Case Administration / Maintenance	1.50
5/21/2020	AGN	Update intake portal re balloting and voting procedures	SMC	Case Administration / Maintenance	1.30
Total for 5/21/2020					10.90
5/22/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.80
5/22/2020	PWA	Review and respond to inquiries from nominees re solicitation materials	SMC	Solicitation	0.50
5/22/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.30
5/22/2020	PJM	Correspondence re inquiries related to balloting and settlements; review files and follow-up re same	SMC	Case Administration / Maintenance	1.00
5/22/2020	ASK	Respond to inquires re solicitation materials	CON	Solicitation	0.60
5/22/2020	JEE	Emails w/ nominees and noteholders re: inquiries on solicitation documents	SEC	Solicitation	0.50
5/22/2020	AGN	Distribute ballots per creditor inquires	SMC	Case Administration / Maintenance	1.40
Total for 5/22/2020					6.10
5/25/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	0.60
Total for 5/25/2020					0.60
5/26/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.70
5/26/2020	PWA	Review and respond to inquiries from securities nominees re solicitation materials	SMC	Solicitation	0.80
5/26/2020	JBU	Respond to creditor inquiries regarding the status of claims and voting procedures	SC	Communications / Call Center	3.90
5/26/2020	ASK	Respond to inquires re solicitation materials	CON	Solicitation	0.50
5/26/2020	AGN	Retrieve and distribute class 3 and class 6a ballots re creditor inquiries	SMC	Case Administration / Maintenance	1.80
Total for 5/26/2020					8.70
5/27/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.30
5/27/2020	PWA	Review voting record date security position reports for Class 3 notes and prepare draft Class 3 tabulation file	SMC	Solicitation	1.10
5/27/2020	PWA	Review and respond to inquiries from securities nominees re solicitation materials	SMC	Solicitation	0.60
5/27/2020	PWA	Finalize FAQs for noteholder solicitation and forward to Call Center in preparation for incoming inquiries	SMC	Solicitation	0.90
5/27/2020	JEE	Respond to inquiries from nominees re: solicitation materials	SEC	Solicitation	0.50
5/27/2020	AGN	Correspondence with counsel and client re ISDA swap details; retrieve and distribute class 3 claims re same; prepare tracking chart re same	SMC	Case Administration / Maintenance	2.40

Kurtzman Carson Consultants LLC

05/01/2020 - 05/31/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 5/27/2020					6.80
5/28/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	0.90
5/28/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.30
5/28/2020	PWA	Review voting record date security position reports for Classes 4, 5 and 6A notes and prepare draft tabulation files for each Class	SMC	Solicitation	3.30
5/28/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.70
5/28/2020	JBU	Respond to creditor inquiries regarding the status of claims and voting procedures	SC	Communications / Call Center	3.90
5/28/2020	AGN	Prepare e-balloting materials re class 3 claims; correspondence with client re same	SMC	Case Administration / Maintenance	1.90
Total for 5/28/2020					11.00
5/29/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.30
5/29/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.70
5/29/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.30
5/29/2020	JBU	Respond to creditor inquiries regarding the status of claims and voting procedures	SC	Communications / Call Center	4.40
5/29/2020	ASK	Respond to inquiries re solicitation materials	CON	Solicitation	0.40
5/29/2020	JEE	Call w/ noteholder re: inquiry on voting documents	SEC	Solicitation	0.30
5/29/2020	JMG	Respond to inquiry re request for copies of ballots	SC	Communications / Call Center	0.50
Total for 5/29/2020					7.90
Total Hours					290.70

Kurtzman Carson Consultants LLC

05/01/2020 - 05/31/2020

Expenses

Description

Units

Rate

Amount

Total Expenses



July 28, 2020

Windstream Holdings Inc
Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

Re: Windstream Holdings Inc
USBC Case No.

Dear Robert E. Gunderman, CFO:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period June 1, 2020 to June 30, 2020 in the amount of \$97,398.24 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 751-1803 or EGershbein@kccllc.com

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "Evan Gershbein", with a stylized flourish at the end.

Evan Gershbein
SVP Restructuring

Enclosures



July 28, 2020

Copy Parties

Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

John R. Luze
Kirkland & Ellis LLP
300 North LaSalle
Chicago IL 60654

Andrew Gasbarra
Alvarez & Marsal North America, LLC
Bank of America Plaza
540 W Madison St #1800
Chicago IL 60661

Kurtzman Carson Consultants LLC

Account Number	70758KCC	Invoice Date	July 28, 2020
Invoice Number	US_KCC1874828	Due Date	Due upon receipt

Windstream Holdings Inc Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$97,398.24
<i>Total of Hourly Fees</i>	\$97,398.24
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Invoice Subtotal</i>	\$97,398.24
Sales and Use Tax	0.00
<i>Total Invoice</i>	\$97,398.24

Please detach and return this portion of the statement with your check to KCC.
Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70758KCC
Invoice Number US_KCC1874828
Total Amount Due \$97,398.24

Check Payments to:
Kurtzman Carson Consultants LLC
Dept CH 16639
Palatine, IL 60055-6639

Wire Payments to:
Kurtzman Carson Consultants LLC
HSBC Bank, NA
452 Fifth Avenue, New York, NY 10018
Account # 000183571
FED ABA # 021001088
ACH Routing # 022000020

Amount Paid \$

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AGN	Adam Gorman	SOL	81.00	\$230.45	\$18,666.46
ASK	Ashley Kuarasingh	CON	46.20	\$223.17	\$10,310.38
ATE	Ana Arias	CON	3.90	\$220.53	\$860.07
CCE	Cerene Credo	CON	8.00	\$164.32	\$1,314.56
CJC	Caitlin Corrie	CON	2.30	\$137.87	\$317.10
DHA	David Hartie	SMC	77.80	\$241.69	\$18,803.48
DIP	Diego Paranhos	CL	0.40	\$56.20	\$22.48
ESI	Elliser Silla	CON	2.80	\$220.53	\$617.49
JCW	Josh Wilson	SMC	2.30	\$230.45	\$530.03
JDG	Jennifer Grageda	CON	2.90	\$220.53	\$639.53
JEE	James Lee	SEC	68.50	\$241.69	\$16,555.82
JMG	Jennifer Westwood	SC	13.10	\$227.14	\$2,975.54
JUY	Justin Uy	CON	2.70	\$137.87	\$372.25
LRA	Luis Rios	CON	5.60	\$220.53	\$1,234.96
PJM	Patrick Morrow	SOL	11.60	\$241.69	\$2,803.60
PRO	Priscilla Romero	CON	2.60	\$164.32	\$427.23
PWA	Peter Walsh	SMC	43.20	\$241.69	\$10,440.99
SEB	Senayt Berhe	CON	5.60	\$164.32	\$920.18
SEP	Stephanie Paranhos	CON	4.80	\$220.53	\$1,058.54
STP	Stephanie Paul	CON	2.20	\$137.87	\$303.32
SUS	Sumesh Srivastava	CON	28.70	\$220.53	\$6,329.21
SYR	Sydney Reitzel	SC	1.80	\$227.14	\$408.85
SYU	Susan Yu	CON	1.00	\$164.32	\$164.32
TBM	Travis Buckingham	CON	1.40	\$56.21	\$78.69
TFL	Teresa Flores	CON	1.00	\$137.87	\$137.87
TPE	Thomas Peterson	CON	4.00	\$220.53	\$882.12
VTR	Vincent Trang	CON	1.00	\$223.17	\$223.17
Total				\$97,398.24	

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/1/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.10
6/1/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.50
6/1/2020	PWA	Review Plan to determine treatment for securities claims and prepare summary of same	SMC	Solicitation	2.60
6/1/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.40
6/1/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Communications / Call Center	1.20
6/1/2020	JEE	Email w/ case team re: timing of rights offering event	SEC	Disbursement	0.20
6/1/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.20
6/1/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.30
Total for 6/1/2020					6.50
6/2/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.20
6/2/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.60
6/2/2020	AGN	Respond to inquiries re ballot requests, and updated voting amounts; correspondence with Class 3 lender re same	SOL	Solicitation	1.50
6/2/2020	SEB	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.70
6/2/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.60
6/2/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
6/2/2020	DIP	Scan received Ballots into KCC CaseView	CL	Document Processing	0.40
6/2/2020	CCE	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.20
Total for 6/2/2020					5.30
6/3/2020	DHA	Review plan callas treatments with team for securities claims, discuss various approaches of potential allocation process	SMC	Solicitation	0.60
6/3/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.40
6/3/2020	ASK	Prepare service lists re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	1.20
6/3/2020	ASK	Prepare pack slip re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.70
6/3/2020	ASK	Prepare cover memo re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.50
6/3/2020	ASK	Coordinate with Mediant re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.20
6/3/2020	ASK	Coordinate with Broadridge re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.20
6/3/2020	ASK	Prepare Broadridge JEF re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.50
6/3/2020	SEB	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.60
6/3/2020	PWA	Prepare new event folder in preparation for service of Notice of Plan Supplement on noteholder securities nominees and agents	SMC	Solicitation	0.40
6/3/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.40
6/3/2020	PWA	GSG discussion re mechanics for distribution of new equity and other treatment items to noteholder classes	SMC	Solicitation	0.60
6/3/2020	PWA	Review opt-out language on securities ballots regarding accepting holders ability to opt-out and discuss with GSG group	SMC	Solicitation	1.30
6/3/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.10

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/3/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
Total for 6/3/2020					8.80
6/4/2020	DHA	Coordinate with team and K&E team re call to discuss pending RO, provide count of parties in Class for RO	SMC	Solicitation	0.60
6/4/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.90
6/4/2020	DHA	Coordinate with team re Broadridge series of invoices re solicitation service, review and approve for processing	SMC	Solicitation	0.60
6/4/2020	DHA	Coordinate with team re Broadridge series of invoices re solicitation service, review and approve for processing	SMC	Solicitation	0.60
6/4/2020	ASK	Coordinate with accounting re Solicitation mailing Broadridge invoice	CON	Solicitation	0.50
6/4/2020	ASK	Prepare email service to banks & brokers re Notice of Plan Supplement	CON	Solicitation	0.50
6/4/2020	ASK	Prepare final Broadridge JEF re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.50
6/4/2020	ASK	Submit first class PRF re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.50
6/4/2020	ASK	Submit overnight PRF re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.70
6/4/2020	AGN	Review and process ballots; coordinate ballot processioning with case team	SOL	Solicitation	0.90
6/4/2020	TFL	Scan received ballots into KCC CaseView	CON	Document Processing	0.30
6/4/2020	SUS	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	1.00
6/4/2020	SEB	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.10
6/4/2020	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.50
6/4/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.60
6/4/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.80
6/4/2020	JMG	Review ballots input into KCC CaseView	SC	Solicitation	0.30
6/4/2020	JEE	Respond to inquiries from bond holders and nominees re: solicitation and voting	SEC	Solicitation	1.30
6/4/2020	JEE	Emails w/ brokers re: inquiries on rights offering paperwork	SEC	Disbursement	0.40
6/4/2020	JEE	Email w/ counsel re: upcoming rights offering event and amount of members in class 3 first lien holders	SEC	Disbursement	0.30
6/4/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
6/4/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.10
Total for 6/4/2020					13.10
6/5/2020	DHA	Review of DS and Plan re plan allocations and related mechanics in prep for RO call	SMC	Solicitation	0.90
6/5/2020	DHA	Participate in conf call with K&E team to preview RO and related mechanics for processing same, call with team to review post call	SMC	Solicitation	0.80
6/5/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.10
6/5/2020	PJM	Correspondence re upcoming rights offering; review precedent and follow-up re same	SOL	Solicitation	0.60
6/5/2020	PJM	Review ballots input into KCC CaseView; prepare sample ballot report re same	SOL	Solicitation	0.80
6/5/2020	ASK	Coordinate with Broadridge re Solicitation mailing wire confirmation	CON	Solicitation	0.20
6/5/2020	ASK	Respond to inquiries re Notice of Plan Supplement	CON	Solicitation	0.30

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/5/2020	ASK	Prepare AoS exhibits re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	1.50
6/5/2020	ASK	Prepare AoS draft re Notice of Plan Supplement mailing to securities parties	CON	Solicitation	0.60
6/5/2020	ASK	Coordinate with accounting re Notice of Plan Supplement Broadridge invoices	CON	Solicitation	0.50
6/5/2020	AGN	Review and process ballots; coordinate ballot processioning with case team	SOL	Solicitation	1.60
6/5/2020	AGN	Prepare for and attend case status conference re rights offering procedure	SOL	Solicitation	0.70
6/5/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.20
6/5/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.30
6/5/2020	PWA	Review Class 3 lender list re upcoming rights offer and preparation for teleconference with counsel	SMC	Solicitation	0.40
6/5/2020	PWA	Teleconference with counsel re preliminary rights offer procedures, mechanics and timing and GSG discussion post call re same	SMC	Solicitation	0.60
6/5/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.60
6/5/2020	JMG	Prepare for and participate in conference call with client re rights offering	SC	Solicitation	0.40
6/5/2020	JEE	Respond to inquiries from bond holders and nominees re: solicitation and voting	SEC	Solicitation	0.70
6/5/2020	JEE	Call w/ counsel re: rights offering event and procedures/mechanics for same	SEC	Disbursement	0.50
6/5/2020	JEE	Follow up w/ case team re: curing of defective beneficial ballots received	SEC	Solicitation	0.20
6/5/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.20
Total for 6/5/2020					13.70
6/6/2020	PWA	Review and prepare draft registration instruction sheet re new restricted equity to be issued on account of Class 3 notes claims	SMC	Solicitation	0.80
Total for 6/6/2020					0.80
6/8/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	0.90
6/8/2020	ASK	Coordinate with accounting re Solicitation mailing Broadridge invoices	CON	Solicitation	0.80
6/8/2020	ASK	Coordinate with Broadridge re Notice of Plan Supplement wire confirmation	CON	Solicitation	0.50
6/8/2020	ASK	Coordinate with accounting re Notice of Plan Supplement Broadridge invoices wire confirmation	CON	Solicitation	0.50
6/8/2020	AGN	Distribute ballot details re creditor inquires	SOL	Solicitation	1.50
6/8/2020	SEB	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.40
6/8/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.50
6/8/2020	PWA	Review backstop commitment agreement re priority/non-priority tranche allocations for rights offer and confirm parties to the agreement	SMC	Solicitation	0.90
6/8/2020	JMG	Review ballots input into KCC CaseView	SC	Solicitation	0.40
6/8/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Solicitation	1.20
6/8/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
Total for 6/8/2020					7.70
6/9/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.60
6/9/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.30
6/9/2020	AGN	Review and distribute ballot details re creditor inquires	SOL	Solicitation	1.00
6/9/2020	STP	Scan received ballots into KCC CaseView	CON	Document Processing	0.50

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/9/2020	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.70
6/9/2020	JMG	Review ballots input into KCC CaseView	SC	Solicitation	0.60
6/9/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Solicitation	1.60
6/9/2020	JEE	Email w/ case team re: response to inquiry from US Bank re: ballots on account on indenture trustee's claims	SEC	Solicitation	0.30
6/9/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
6/9/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.80
Total for 6/9/2020					7.50
6/10/2020	DHA	Internal meeting to review draft rights offering documents to created shared comments and discuss processes to admin same	SMC	Solicitation	1.50
6/10/2020	DHA	Review of draft rights offering materials provided, mark up comments re same	SMC	Solicitation	2.20
6/10/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.30
6/10/2020	DHA	Coordinate with team re US Bank request for Class 6A ballots	SMC	Solicitation	0.30
6/10/2020	ASK	Coordinate with Broadridge re Solicitation mailing wire confirmation	CON	Solicitation	0.50
6/10/2020	ASK	Coordinate with accounting re Solicitation mailing Broadridge invoices wire confirmation	CON	Solicitation	0.80
6/10/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.40
6/10/2020	PWA	GSG discussion re comments to draft rights offer documents and mechanics re facilitating same	SMC	Solicitation	1.60
6/10/2020	PWA	Review and provide comments to draft rights offer documents	SMC	Solicitation	5.10
6/10/2020	JMG	Retrieve and send ballots per creditor request	SC	Solicitation	0.50
6/10/2020	JEE	Review draft rights offering documents	SEC	Disbursement	2.50
6/10/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Solicitation	1.90
6/10/2020	JEE	Call w/ counsel re: rights offering event and procedures/mechanics for same	SEC	Disbursement	1.50
6/10/2020	JEE	Provide comments and revisions to draft rights offering documents	SEC	Disbursement	1.00
6/10/2020	JEE	Office conference w/ securities team re: comments on rights offering documents	SEC	Disbursement	0.50
6/10/2020	JEE	Review proofs of claim filed by US Bank, indenture trustee, and need for ballots for same	SEC	Solicitation	0.50
6/10/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
6/10/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	1.90
Total for 6/10/2020					24.10
6/11/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	2.60
6/11/2020	ASK	Coordinate with accounting re Notice of Plan Supplement final Broadridge invoices	CON	Solicitation	0.50
6/11/2020	AGN	Attend case status conference re US Bank claims; prepare and ballot US Bank re same	SOL	Solicitation	1.90
6/11/2020	AGN	Review and distribute ballot details re creditor inquires	SOL	Solicitation	1.50
6/11/2020	SUS	Review ballots input into KCC CaseView	CON	Solicitation	2.60
6/11/2020	STP	Scan received ballots into KCC CaseView	CON	Document Processing	1.00
6/11/2020	SEB	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	1.00

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/11/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.60
6/11/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.30
6/11/2020	JMG	Coordinate processing of ballots received via email	SC	Solicitation	0.40
6/11/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Solicitation	1.70
6/11/2020	JEE	Additional review of claims filed by US Bank and liability asserted in same	SEC	Solicitation	0.70
6/11/2020	JEE	Emails w/ case team re: ballots received and cures for defective ballots	SEC	Solicitation	0.30
6/11/2020	JEE	Admin review of master ballot received	SEC	Solicitation Fee App	0.30
6/11/2020	JEE	Call w/ counsel and case team re: ballots for US Bank	SEC	Solicitation	0.30
6/11/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.20
6/11/2020	JCW	Review ballots input into KCC CaseView	SMC	Solicitation	0.20
6/11/2020	CCE	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.90
Total for 6/11/2020					17.00
6/12/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.80
6/12/2020	DHA	Review current draft of rights offer materials provided, coordinate with team and K&E re comments	SMC	Solicitation	1.30
6/12/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.40
6/12/2020	PJM	Administrative quality control review of ballots received to date; prepare ballot report re same	SOL	Solicitation	1.60
6/12/2020	ASK	Phone conference with KCC GSG team re case status	CON	Solicitation	0.40
6/12/2020	ASK	Tabulate ballots received re solicitation	CON	Solicitation	1.80
6/12/2020	ASK	Process ballots received re solicitation	CON	Solicitation	1.50
6/12/2020	AGN	Review and distribute ballot details re creditor inquiries	SOL	Solicitation	1.40
6/12/2020	TFL	Scan received ballots into KCC CaseView	CON	Document Processing	0.10
6/12/2020	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.10
6/12/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.40
6/12/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.70
6/12/2020	PWA	Review and provide comments to revised draft rights offer documents and GSG discussion re same	SMC	Solicitation	1.30
6/12/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.20
6/12/2020	JMG	Review ballots input into KCC CaseView	SC	Solicitation	0.50
6/12/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Solicitation	2.30
6/12/2020	JEE	Review revised rights offering documents from counsel	SEC	Disbursement	2.10
6/12/2020	JEE	Admin review of master ballot received	SEC	Solicitation Fee App	0.30
6/12/2020	JEE	Email w/ CTCNA team re: setting up escrow account and agreement for rights offering funding	SEC	Disbursement	0.20
6/12/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
6/12/2020	JDG	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.20
6/12/2020	CJC	Input received ballots into KCC CaseView	CON	Document Processing	1.00
6/12/2020	CCE	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.10
6/12/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.10

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 6/12/2020					19.90
6/14/2020	SUS	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	5.20
Total for 6/14/2020					5.20
6/15/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	2.20
6/15/2020	DHA	Review of master ballots received from securities nominees prior to processing	SMC	Solicitation	0.80
6/15/2020	PJM	Administrative quality control review of ballots received to date; prepare ballot report re same	SOL	Solicitation	2.30
6/15/2020	PJM	Review voting certification precedent; prepare draft certification re same	SOL	Solicitation	1.20
6/15/2020	ASK	Coordinate with Broadridge re Notice of Plan Supplement final invoices wire confirmation	CON	Solicitation	0.60
6/15/2020	ASK	Tabulate ballots received re solicitation	CON	Solicitation	4.30
6/15/2020	ASK	Process ballots received re solicitation	CON	Solicitation	3.20
6/15/2020	ASK	Respond to inquiries re Solicitation	CON	Solicitation	2.30
6/15/2020	TBM	Review ballots input into KCC CaseView	CON	Solicitation	1.40
6/15/2020	PRO	Review ballots input into KCC CaseView	CON	Solicitation	1.10
6/15/2020	AGN	Prepare preliminary balloting and voting detail report; correspondence with counsel re same	SOL	Solicitation	2.40
6/15/2020	AGN	Administrative review of filed ballots re solicitation of votes for amended joint plan	SOL	Solicitation	3.00
6/15/2020	AGN	Review and distribute ballot details re creditor inquiries	SOL	Solicitation	2.20
6/15/2020	SUS	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	6.00
6/15/2020	SYU	Review ballots in KCC CaseView	CON	Claims Analysis	1.00
6/15/2020	SYR	Review ballots input into KCC CaseView	SC	Solicitation	1.80
6/15/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	0.90
6/15/2020	JMG	Review ballots input into KCC CaseView	SC	Solicitation	2.80
6/15/2020	JEE	Review master ballots received from nominees	SEC	Solicitation Fee App	2.70
6/15/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Solicitation	2.40
6/15/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
6/15/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.60
Total for 6/15/2020					45.30
6/16/2020	DHA	Respond to inquiries received from nominees re balloting process and related timing, provide PDFs of materials as requested	SMC	Solicitation	1.70
6/16/2020	DHA	Online review of pending voting instructions through Broadridge, record and tabulate and communicate with team on results	SMC	Solicitation	1.20
6/16/2020	DHA	Review of master ballots submitted via email, coordinate tabulation efforts with team	SMC	Solicitation	1.70
6/16/2020	DHA	Coordinate with team re tabulation reporting of preliminary notes claims results	SMC	Solicitation	0.40
6/16/2020	PJM	Administrative quality control review of ballots received to date; prepare ballot report re same	SOL	Solicitation	1.20
6/16/2020	PJM	Prepare updates to draft voting certification; prepare draft voting data report re same	SOL	Solicitation	1.00

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/16/2020	ASK	Review and submit mail report re Class 6A Notes Solicitation Material overnight PRF	CON	Solicitation	0.30
6/16/2020	ASK	Tabulate ballots received re solicitation	CON	Solicitation	1.80
6/16/2020	ASK	Process ballots received re solicitation	CON	Solicitation	1.20
6/16/2020	ASK	Review and submit mail report re Class 5 Notes Solicitation Material overnight PRF	CON	Solicitation	0.30
6/16/2020	SEP	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	2.70
6/16/2020	PRO	Review ballots input into KCC CaseView	CON	Solicitation	1.50
6/16/2020	AGN	Administrative review of filed ballots re solicitation of votes for amended joint plan	SOL	Solicitation	2.40
6/16/2020	AGN	Review and distribute ballot details re creditor inquiries	SOL	Solicitation	1.50
6/16/2020	AGN	Review and revise draft voting certifications re join amended plain; correspondence with counsel re same	SOL	Solicitation	2.70
6/16/2020	ESI	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	1.90
6/16/2020	ATE	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	1.70
6/16/2020	LRA	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	3.80
6/16/2020	TPE	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	3.20
6/16/2020	TFL	Scan received ballots into KCC CaseView	CON	Document Processing	0.60
6/16/2020	SUS	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	8.50
6/16/2020	SEB	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.50
6/16/2020	PWA	Review and respond to inquiries from European depository re voting of one specific security through US voting agent	SMC	Solicitation	0.60
6/16/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	1.20
6/16/2020	JMG	Review ballots input into KCC CaseView	SC	Solicitation	2.80
6/16/2020	JEE	Admin review of tabulated master ballots from nominees	SEC	Solicitation Fee App	2.20
6/16/2020	JEE	Process master ballots received from noteholder nominees	SEC	Solicitation Fee App	1.50
6/16/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on solicitation materials	SEC	Solicitation	1.50
6/16/2020	JEE	Revise draft vote certification	SEC	Solicitation Fee App	0.70
6/16/2020	JEE	Follow up w/ Broadridge re: tabulation of master ballots from nominees' clients and deadline for same	SEC	Solicitation Fee App	0.30
6/16/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.30
6/16/2020	JCW	Administrative quality control review of ballots input into KCC CaseView	SMC	Solicitation	1.40
6/16/2020	CCE	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.40
6/16/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.90
Total for 6/16/2020					55.60
6/17/2020	DHA	Assist in ballot tabulation for securities classes, review inbound ballots and process same, direct team on efforts	SMC	Solicitation	8.80
6/17/2020	DHA	Coordinate with nominees re questions on ballot arrival and completion status	SMC	Solicitation	0.90
6/17/2020	DHA	Review and prepare comments re vote certification and circulate same to team	SMC	Solicitation	0.80
6/17/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.30
6/17/2020	PJM	Review and finalize voting certification; correspondence with counsel re same	SOL	Solicitation	0.70
6/17/2020	ASK	Tabulate ballots received re solicitation	CON	Solicitation	6.50
6/17/2020	ASK	Process ballots received re solicitation	CON	Solicitation	4.50
6/17/2020	ASK	Respond to inquiries from brokers re solicitation ballots	CON	Solicitation	3.50

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/17/2020	SEP	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	2.10
6/17/2020	AGN	Administrative review of filed ballots re solicitation of votes for amended joint plan	SOL	Solicitation	2.70
6/17/2020	AGN	Review and distribute ballot details re creditor inquires	SOL	Solicitation	2.00
6/17/2020	AGN	Review and revise draft voting certifications re join amended plain; correspondence with counsel re same	SOL	Solicitation	3.30
6/17/2020	AGN	Review objections to plan confirmation and assumption of contracts; update tracking chart re same	SOL	Solicitation	1.30
6/17/2020	ESI	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	0.90
6/17/2020	ATE	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	2.20
6/17/2020	LRA	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	1.80
6/17/2020	VTR	Administrative quality control review of ballot address changes	CON	Solicitation	1.00
6/17/2020	TPE	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	0.80
6/17/2020	SUS	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	5.40
6/17/2020	STP	Scan received ballots into KCC CaseView	CON	Document Processing	0.60
6/17/2020	SEB	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	1.00
6/17/2020	PWA	Review and provide comments to draft vote certification re solicitation results and GSG discussion re same	SMC	Solicitation	0.70
6/17/2020	PWA	Enter master ballot voting instructions received from nominees into tabulation files	SMC	Solicitation	0.80
6/17/2020	PWA	Review and respond to inquiries from nominees re solicitation material	SMC	Solicitation	1.90
6/17/2020	PWA	Review all nominee voting for over votes	SMC	Solicitation	2.60
6/17/2020	PWA	Review all master ballots received from nominees to confirm in good order	SMC	Solicitation	2.80
6/17/2020	PWA	Re-format voting files provided by voting agent to include DTC participant number info for Class 3,4,5 and 6A notes	SMC	Solicitation	3.10
6/17/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.20
6/17/2020	JMG	Review ballots input into KCC CaseView	SC	Solicitation	3.90
6/17/2020	JEE	Tabulate master ballot report from Broadridge on behalf of participating nominees	SEC	Solicitation Fee App	5.50
6/17/2020	JEE	Quality check review of all master ballots received and tabulation of same	SEC	Solicitation Fee App	4.90
6/17/2020	JEE	Emails and calls w/ nominees and noteholders re: inquiries on voting	SEC	Solicitation	1.90
6/17/2020	JEE	Office conference w/ securities team re: overview of tabulation of ballots received	SEC	Solicitation	0.30
6/17/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
6/17/2020	JDG	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.20
6/17/2020	JDG	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.40
6/17/2020	JCW	Administrative quality control review of ballots input into KCC CaseView	SMC	Solicitation	0.70
6/17/2020	CJC	Input received ballots into KCC CaseView	CON	Document Processing	0.30
6/17/2020	CJC	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	1.00
6/17/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	1.50
Total for 6/17/2020					83.90
6/18/2020	DHA	Prepare and review final reports and exhibits prepared for plan classes with voting public notes	SMC	Solicitation	1.30
6/18/2020	DHA	Complete audit and numerosity check on Class 6A voting	SMC	Solicitation	7.80

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/18/2020	AGN	Administrative review of filed ballots re solicitation of votes for amended joint plan	SOL	Solicitation	2.50
6/18/2020	AGN	Review objections to plan confirmation and assumption of contracts; update tracking chart re same	SOL	Solicitation	1.50
6/18/2020	AGN	Prepare balloting and voting certification; correspondence with counsel re same	SOL	Solicitation	2.80
6/18/2020	AGN	Prepare voting detail summary re classes 3, 4,5, 6a	SOL	Solicitation	2.50
6/18/2020	PWA	Review Class 3,4,5 and 6A notes voting detail exhibits prepared for vote certification	SMC	Solicitation	0.80
6/18/2020	PWA	Audit all nominee voting for Class 5 notes and run numerosity check for Classes 3 and 5	SMC	Solicitation	3.30
6/18/2020	JMG	Administrative review of exhibits for voting report	SC	Solicitation	0.50
6/18/2020	JEE	Prepare detailed public noteholder vote tabulation report on nominee level	SEC	Solicitation Fee App	4.30
6/18/2020	JEE	Audit of master ballots submitted by nominees re: public securities voting classes	SEC	Solicitation Fee App	3.20
6/18/2020	JEE	Review of numerosity check of beneficial noteholder votes	SEC	Solicitation Fee App	1.50
6/18/2020	JEE	Revise and finalize vote certification	SEC	Solicitation Fee App	0.60
6/18/2020	JEE	Follow up re: setting up new email DL for rights offering	SEC	Disbursement	0.30
6/18/2020	JEE	Email w/ noteholder re: inquiry on timing of distributions	SEC	Solicitation	0.20
Total for 6/18/2020					33.10
6/19/2020	DHA	Review and comments to revised vote cert exhibits	SMC	Solicitation	0.90
6/19/2020	PJM	Review and finalize voting certification exhibits; follow-up re same	SOL	Solicitation	1.40
6/19/2020	ASK	Review and submit mail report re Notice of Plan Supplement first class PRF	CON	Solicitation	0.30
6/19/2020	AGN	Prepare balloting and voting certification; correspondence with counsel re same	SOL	Solicitation	3.00
6/19/2020	AGN	Prepare voting detail summary re classes 3, 4,5, 6a	SOL	Solicitation	2.30
6/19/2020	PWA	Review exhibits related to noteholder opt-out instructions	SMC	Solicitation	0.30
6/19/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.50
6/19/2020	JEE	Prepare public notes voting classes' opt out report	SEC	Solicitation Fee App	2.50
6/19/2020	JEE	Email w/ case team re: formatting of exhibits for vote certification	SEC	Solicitation Fee App	0.30
Total for 6/19/2020					11.50
6/20/2020	PJM	Review and finalize voting certification exhibits; follow-up re same	SOL	Solicitation	0.80
6/20/2020	AGN	Finalize voting certification; correspondence with counsel re same	SOL	Solicitation	1.40
6/20/2020	JEE	Revise vote certification draft from counsel	SEC	Solicitation Fee App	0.60
Total for 6/20/2020					2.80
6/21/2020	DHA	Review revised vote declaration and provide comments re same	SMC	Solicitation	0.70
6/21/2020	AGN	Update and revise voting report re plan solicitation; revise exhibits re same	SOL	Solicitation	1.40
6/21/2020	AGN	Prepare voting report detail exhibit re opt-outs	SOL	Solicitation	1.50
Total for 6/21/2020					3.60
6/22/2020	DHA	Prepare for Dial in to court via Zoom	SMC	Solicitation	0.40
6/22/2020	DHA	Coordinate with team re bondholder voting and question posed by FP of K&E	SMC	Solicitation	0.40

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/22/2020	DHA	Respond to inquiries received from nominees re rights offering and status of confirmation	SMC	Solicitation	0.70
6/22/2020	DHA	Outreach to working group re rights offering update, provide draft of escrow agreement re same	SMC	Solicitation	0.60
6/22/2020	AGN	Research balloting detail re CQS; correspondence with client re same	SOL	Solicitation	1.00
6/22/2020	AGN	Review cure amount and solicitation objection re confirmation hearing	SOL	Solicitation	2.20
6/22/2020	AGN	Correspondence with counsel re voting report witness prep; review voting details and solicitation details re same	SOL	Solicitation	2.10
6/22/2020	JEE	Update reports of noteholders electing to opt out of third party releases and detailed vote tabulations for upcoming confirmation hearing	SEC	Solicitation	2.30
6/22/2020	JEE	Review objections to plan re: implications on solicitation and tabulation efforts	SEC	Solicitation	1.50
6/22/2020	JEE	Admin review of filed certificate of vote tabulation	SEC	Solicitation	0.40
6/22/2020	JEE	Office conference w/ securities team re: status of rights offering event and follow up w/ counsel re same	SEC	Disbursement	0.30
6/22/2020	JEE	Office conference w/ case team re: inquiry from counsel re: requests for bondholder ballots	SEC	Solicitation	0.20
Total for 6/22/2020					12.10
6/23/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.30
6/23/2020	AGN	Review cure amount and solicitation objection re confirmation hearing	SOL	Solicitation	2.40
6/23/2020	AGN	Prepare balloting and opt out detail re confirmation hearing; correspondence with counsel re same	SOL	Solicitation	1.70
6/23/2020	STP	Scan received ballots into KCC CaseView	CON	Document Processing	0.10
6/23/2020	JEE	Assist in prep for confirmation hearing re: detailed vote data and opt out information, solicitation service information, and related pleadings	SEC	Solicitation Fee App	1.00
6/23/2020	CCE	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.10
Total for 6/23/2020					5.60
6/24/2020	DHA	Video appearance to confirmation hearing	SMC	Solicitation	8.80
6/24/2020	AGN	Prepare for and attend confirmation hearing re voting certification report and solicitation details	SOL	Solicitation	7.50
6/24/2020	AGN	Review cure amount and solicitation objection re confirmation hearing	SOL	Solicitation	1.40
6/24/2020	AGN	Prepare balloting and opt out detail re confirmation hearing; correspondence with counsel re same	SOL	Solicitation	1.20
6/24/2020	JEE	Coordinate w/ IT team re: development of separate email DL for rights offering subscriptions	SEC	Disbursement	0.30
6/24/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.20
6/24/2020	CCE	Coordinate and input received ballots into KCC CaseView	CON	Document Processing	0.10
Total for 6/24/2020					19.50
6/25/2020	DHA	Video appearance to confirmation hearing	SMC	Solicitation	6.20
6/25/2020	AGN	Prepare for and attend confirmation hearing re voting certification report and solicitation details	SOL	Solicitation	4.50
6/25/2020	AGN	Review cure amount and solicitation objection re confirmation hearing	SOL	Solicitation	1.70
6/25/2020	JEE	Office conference w/ case team re: status of confirmation hearing	SEC	Solicitation	0.30
Total for 6/25/2020					12.70

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/26/2020	DHA	Office conference with KCC securities team re case status	SMC	Solicitation	0.20
6/26/2020	DHA	Respond to inquiries received from DTC and nominees re confirmation status and next steps	SMC	Solicitation	0.70
6/26/2020	PWA	Office conference with KCC GSG team re case status	SMC	Solicitation	0.30
Total for 6/26/2020					1.20
6/27/2020	DHA	Prepare report of voting results by indenture, CUSIP and class, coordinate with team re same and provide to FP of K&E	SMC	Solicitation	3.30
6/27/2020	PWA	Review tabulation files and prepare breakdown of voting by each notes Indenture	SMC	Solicitation	2.40
6/27/2020	JEE	Email w/ counsel re: report of voting results by indenture and CUSIP of notes	SEC	Solicitation	0.50
Total for 6/27/2020					6.20
6/29/2020	DHA	Respond to inquiries received from noteholders and nominees re pending rights offering status	SMC	Solicitation	0.80
6/29/2020	ASK	Coordinate with accounting re Solicitation Vote Returns Broadridge invoice	CON	Solicitation	0.50
6/29/2020	AGN	Correspondence with counsel, client, and internal teams re rights offering details	SOL	Solicitation	0.90
6/29/2020	PWA	Review and respond to inquiry from nominee re Class 3 treatment	SMC	Solicitation	0.20
6/29/2020	JEE	Emails w/ brokers re: timing of rights offering event	SEC	Disbursement	0.30
Total for 6/29/2020					2.70
6/30/2020	DHA	Coordinate with K&E team re rights offering update on process	SMC	Solicitation	0.30
6/30/2020	ASK	Coordinate with Broadridge re Solicitation Vote Returns wire confirmation	CON	Solicitation	0.50
6/30/2020	JUY	Input received ballots into KCC CaseView	CON	Document Processing	0.10
6/30/2020	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
Total for 6/30/2020					1.00
Total Hours					426.40

Kurtzman Carson Consultants LLC

06/01/2020 - 06/30/2020

Expenses

Description

Units

Rate

Amount

Total Expenses

EXHIBIT C

KURTZMAN CARSON CONSULTANTS LLC
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
Telephone: (310) 751-1539
Drake D. Foster
Sarah H. Bryan

Administrative Advisor for the Debtors

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

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

**SUMMARY SHEET FOR FIRST INTERIM APPLICATION OF KURTZMAN
CARSON CONSULTANTS LLC AS ADMINISTRATIVE ADVISOR FOR THE
DEBTORS FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED FROM FEBRUARY 25, 2019
THROUGH AND INCLUDING JUNE 30, 2019**

Name of Applicant:	Kurtzman Carson Consultants, LLC
Authorized to Perform Services to:	Debtors
Date of Retention:	April 22, 2019 <i>Nunc Pro Tunc</i> to February 25, 2019
Period for which compensation and reimbursement are sought:	February 25, 2019 through June 30, 2019
First Interim Fees Requested:	\$191,814.13
Holdback (20%):	\$38,362.83

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.



Total Fees for Interim Period (80%): \$153,451.30

First Interim Expenses Requested: \$0.00

Total Amount Requested (Fees & Expenses): \$191,814.13

Amount of Prior Holdback(s) Sought: N/A

This is an: _____ Monthly ☒ Interim _____ Final Application

COMPENSATION BY MATTER FOR THE FEE PERIOD

Service Category	Hours	Total
Schedules and Statements/Contract Review	1,910.2	\$191,814.13

BILLING SUMMARY FOR THE FEE PERIOD

Name	Initials	Position	Hours	Rate	Total
Adam Gorman	AGN	Senior Consultant	53.4	\$171.75	\$9,171.46
Ana Arias	ATE	Consultant	56.2	\$80.00	\$4,496.00
Andrea Sierra	SIE	Consultant	32.5	\$80.00	\$2,600.00
Bianca Flores	BIF	Consultant	79.7	\$80.00	\$6,376.00
Cintia Martinez	CIM	Consultant	66.5	\$80.00	\$5,320.00
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Sydney Reitzel	SYR	Consultant	14.6	\$168.75	\$2,463.74
Thomas Peterson	TPE	Consultant	25.1	\$80.00	\$2,008.00
TOTAL			1,910.2		\$191,814.13

Total Incurred:	\$191,814.13
Blended Rate:	\$100.42

KURTZMAN CARSON CONSULTANTS LLC
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
Telephone: (310) 751-1539
Drake D. Foster
Sarah H. Bryan

Administrative Advisor for the Debtors

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

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

**FIRST INTERIM APPLICATION OF KURTZMAN CARSON CONSULTANTS LLC AS
ADMINISTRATIVE ADVISOR FOR THE DEBTORS FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM FEBRUARY 25, 2019 THROUGH JUNE 30, 2019**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Kurtzman Carson Consultants LLC (“KCC” or “Applicant”), hereby makes its first fee application (the “Application”) for an award of interim compensation for professional services rendered, and reimbursement for actual and necessary expenses incurred in connection with such services, for the period February 25, 2019 through and including June 30, 2019 (the “Fee Period”), and respectfully represents:

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.

I. JURISDICTION

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O).

II. FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

3. This Application is made pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), Administrative Order M-447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses (the “UST Guidelines” and, together with the Local Guidelines, the “Guidelines”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 (the “Interim Compensation Order”) [Docket No. 374], and the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective Nunc Pro Tunc to the Petition Date* (the “Administrative Advisor Order”) [Docket No. 371], for an interim award of compensation for services rendered to the Debtors during the Fee Period in the amount of \$191,814.13 and for reimbursement of expenses in the amount of \$0.00 incurred in connection with the rendition of such services.

4. During the Fee Period, KCC’s professionals expended a total of 1,910.2 hours for which compensation is requested. The blended hourly rate for the KCC during the Fee Period was \$100.42.

5. A schedule setting forth the number of hours expended by the professionals of KCC, their respective hourly rates is attached hereto in **Exhibit A**.

6. KCC maintains computerized records of the daily time entries completed by all the KCC professionals. Preceding the time entries is a chart listing the names, billing rates, and time spent by each of the professionals rendering services on behalf of the Debtors. In support of the Application and consistent with the Interim Compensation Order, copies of these computerized records have been furnished to the Court and the United States Trustee and are included in the invoices attached hereto as **Exhibit B**.

7. The fees sought by this Application do not include any fees and disbursements that may be payable by the Debtors for services provided by KCC under the Court's *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent* [Docket No. 59] (the "**Notice and Claims Agent Order**"). Procedures for the payment of such fees and disbursements are separately addressed in the Notice and Claims Agent Order. Additionally, no fees and disbursements for services provided to the Debtors under the Administrative Advisor Order are or will be sought to be paid under the Notice and Claims Agent Order.

8. As set forth in the Certification of Sarah H. Bryan, Corporate Counsel of KCC, attached hereto as **Exhibit C**, all of the services for which interim compensation is sought herein were rendered for and on behalf of the Debtors in connection with these chapter 11 cases.

III. BACKGROUND

A. The Chapter 11 Cases

9. On February 25, 2019 (the "**Petition Date**"), the Debtors each commenced a bankruptcy case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "**Chapter 11 Cases**") in the United States Bankruptcy Court for the Southern

District of New York (the “Court”). The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered.

10. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

IV. SUMMARY OF ADMINISTRATIVE SERVICES RENDERED

11. The following is a summary description of the primary services rendered by KCC during the Fee Period that highlights the benefits conferred upon the Debtors and their respective estates and creditors. All of the professional services rendered by the KCC are set forth in the computerized time records maintained by KCC and in the invoices annexed hereto as **Exhibit A**, and the Court is respectfully referred to those records for detail of all work performed by the Applicant.

12. KCC rendered extensive administrative services on behalf of the Debtors during the Fee Period. KCC’s services included assisting the Debtors and their financial advisors with the preparation of Schedule G by reviewing contracts and extracting contact and other pertinent information for inclusion therein.

V. COMPENSATION REQUESTED

13. There are numerous factors to be considered by the Court in determining allowances of compensation. *See, e.g., In re First Colonial Corp. of Am.*, 544 F.2d 1291 (5th Cir.), *cert. denied*, 431 U.S. 904 (1977); *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974); *In re Drexel Burnham Lambert Grp., Inc.*, 133 B.R. 13 (Bankr. S.D.N.Y. 1991). *See also In re Nine Assocs., Inc.*, 76 B.R. 943 (S.D.N.Y. 1987); *In re Cuisine Magazine, Inc.*, 61 B.R. 210 (Bankr. S.D.N.Y. 1986).

14. The perspective from which an application for an allowance of compensation should

be viewed in a bankruptcy case was aptly stated by Congressman Edwards on the floor of the House of Representatives on September 28, 1978, when he made the following statement in relation to section 330 of the Bankruptcy Code:

[B]ankruptcy legal services are entitled to command the same competency of counsel as other cases. In that light, the policy of this section is to compensate attorneys and other professionals serving in a case under title 11 at the same rate as the attorney or other professional would be compensated for performing comparable services other than in a case under title 11. Contrary language in the Senate report accompanying S.2266 is rejected, and *Massachusetts Mutual Life Insurance Company v. Brock*, 405 F.2d 429, 432 (5th Cir. 1968) is overruled. Notions of economy of the estate in fixing fees are outdated and have no place in a bankruptcy code.

124 CONG. REC. H11,092 (daily ed. Sept. 28, 1978) (emphasis added); *see also In re McCombs*, 751 F.2d 286 (8th Cir. 1984); *In re Drexel Burnham Lambert Grp., Inc.*, 133 B.R. 13 (Bankr. S.D.N.Y. 1991) (“*Drexel Burnham*”); *In re Carter*, 101 B.R. 170 (Bankr. D.S.D. 1989); *In re Pub. Serv. Co. of New Hampshire*, 93 B.R. 823, 830 (Bankr. D.N.H. 1988); *In re White Motor Credit Corp.*, 50 B.R. 885 (Bankr. N.D. Ohio 1985).

15. In awarding compensation pursuant to section 330 of the Bankruptcy Code to professional persons employed under section 327 of the Bankruptcy Code, the Court must take into account, among other factors, the cost of comparable non-bankruptcy services. Section 330 of the Bankruptcy Code provides, in pertinent part, for payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional persons employed by such person; and

(B) reimbursement for actual, necessary expenses. 11 U.S.C. § 330(a)(1).

16. As the court in *Drexel Burnham* stated:

With due recognition of the historical position of Bankruptcy Courts in compensation matters, we recognize that creditors

have agreed to pay rates for retained counsel of their choice because of the needs of the particular case. One could posit other situations or cases where a presumption of prior informed judgment might not be as strong. Here, however, we have a multi-debtor, multi-committee case involving sophisticated creditors who have determined that the rates charged and tasks undertaken by attorneys are appropriate. We should not, and will not, second guess the determination of those parties, who are directed by Congress, under the Bankruptcy Code, to shape and resolve the case, and who are in fact bearing the cost. To do so, of course, would be to continue what Congress specifically intended to stop in 1978: Courts, instead of markets, setting rates, with the inevitable consequence that all the legal specialists required by the debtor or official committees would demur to participate.

Drexel Burnham, 133 B.R. at 20-21.

17. The professional services rendered by KCC have required substantial time and effort. During the Fee Period, KCC's professionals recorded 1,910.2 hours providing the required professional services. KCC will continue to perform those services necessary to represent the Debtors.

18. Time and labor devoted is only one of the many factors to be considered in awarding compensation. The number of hours expended must be considered in light of (i) the amount of work involved and the results achieved to date; (ii) the novelty and difficulty of the questions presented; (iii) the skill requisite to properly perform the legal services; (iv) the preclusion of other employment on behalf of other clients; (v) the customary fee charged to a private client for the services rendered; (vi) awards in similar cases; (vii) time constraints required by the exigencies of the case, including the frequency and amount of time required to be devoted other than during regular business hours; (viii) the experience, reputation, and ability of the attorneys rendering services; and (ix) the nature and length of the professional relationship with the client (the "Johnson Factors"). *See Johnson v. Georgia Highway Express*, 488 F.2d at 717-19 (enumerating factors to be considered in awarding attorneys' fees in equal employment opportunities cases under Title

VII); *In re First Colonial Corp. of Am.*, 544 F.2d at 1294 (applying the Johnson Factors in bankruptcy cases).

19. The majority of the Johnson Factors are codified in section 330(a) of the Bankruptcy Code, and have been applied by various courts in making determinations that requested fees constitute reasonable compensation. It is well settled that the “lodestar method,”² as opposed to an application solely of the Johnson Factors, is the best means of determining fees in bankruptcy cases.³ The Supreme Court, however, has clearly articulated that the “lodestar method” is presumed to subsume the Johnson Factors, as does section 330(a) of the Bankruptcy Code. *Delaware Valley I*, 478 U.S. at 563; *Cena’s Fine Furniture*, 109 B.R. at 581.

20. In the instant case, KCC respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Debtors and were rendered in order to protect and preserve the value of the Debtors’ estates during the pendency of these Chapter 11 Cases. KCC respectfully submits that the services rendered to the Debtors were performed economically, effectively and efficiently and the results obtained have benefited not only the Debtors, but also creditors and parties in interest as a whole. KCC further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services

² Application of the “lodestar method” involves multiplying the number of hours reasonably expended on the case by the reasonable hourly rate of compensation for each attorney. *Shaw v. Travelers Indem. Co. (In re Grant Assocs.)*, 154 B.R. 836, 843 (S.D.N.Y. 1993). This method of calculating attorney fees is appropriate in light of section 330(a) of the Bankruptcy Code, which serves as a starting point, permitting bankruptcy courts, in their own discretion, to consider other factors, such as the novelty and difficulty of the issues, the special skills of counsel, and their results obtained. *In re Copeland*, 154 B.R. 693, 698 (Bankr. W.D. Mich. 1993).

³ See e.g., *Pennsylvania v. Del. Valley Citizens’ Counsel for Clean Air*, 483 U.S. 711 (“*Delaware Valley II*”), on remand, 826 F.2d 238 (3d Cir. 1987); *Pennsylvania v. Del. Valley Citizens’ Council for Clean Air*, 478 U.S. 546 (1986) (“*Delaware Valley I*”); *United States Football League v. Nat’l Football League*, 887 F.2d 408, 413 (2d Cir. 1989), *cert. denied*, 493 U.S. 1071 (1990); *Lindy Bros. Builders, Inc. of Phila. v. Am. Radiator & Standard Sanitary Corp.*, 487 F.2d 161 (3d Cir. 1973), *vacated on other grounds*, 540 F.2d 102 (3d Cir. 1976); *In re Cena’s Fine Furniture, Inc.*, 109 B.R. 575 (E.D.N.Y. 1990); *In re Drexel Burnham Lambert Grp., Inc.*, 133 B.R. 13, 21 (Bankr. S.D.N.Y. 1991).

to the Debtors and all parties in interest.

21. In sum, the services rendered by KCC were necessary and beneficial to the Debtors and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, approval of the compensation sought herein is warranted.

22. In view of the foregoing, KCC respectfully requests that it be allowed interim compensation in the amount of \$191,814.13 for services rendered during the Fee Period.

VI. DISBURSEMENTS

23. KCC is not seeking reimbursement of any expenses incurred in providing professional services during the Fee Period.

VIII. CONCLUSION

24. The administrative services summarized by this Application and rendered by KCC to the Debtors during the Fee Period were substantial, professional, and beneficial to the Debtors' estates and creditors. They were reasonable and necessary to the preservation and maximization of the Debtors' estates.

25. As demonstrated throughout this Application, the other factors typically considered in determining compensation -- including complexity, results achieved, special expertise, magnitude of the matter, and professional standing -- all militate toward the conclusion that the amount of compensation requested by KCC is necessary, fair, and reasonable.

26. In light of: (a) the complexity and exigencies of these Chapter 11 cases; (b) the results achieved to date; (c) the significant contributions made and time devoted, often under severe time constraints and to the preclusion of other matters; (d) awards of compensation in similar cases; and (e) other factors pertinent to the allowance of compensation, KCC believes that the

compensation sought herein is fair and reasonable and is authorized under the relevant provisions of the Bankruptcy Code.

27. All services for which compensation is sought were performed for and on behalf of the Debtors and their estates, and not on behalf of any other creditor or party in interest. KCC is charging its standard hourly rate for professionals performing services. KCC has not entered into any agreement, express or implied, with any other party in interest for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these Chapter 11 Cases.

WHEREFORE, KCC respectfully requests that this Court enter an order: (a) awarding KCC interim compensation and reimbursement of expenses for the Fee Period in the amounts of \$153,451.30 (80% of \$191,814.13) and \$0.00, respectively; and (b) granting such other and further relief as this Court deems just and proper.

DATED: El Segundo, California
August 14, 2019

KURTZMAN CARSON CONSULTANTS LLC,
By:

/s/ Sarah H. Bryan

Sarah H. Bryan
Corporate Counsel
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
(310) 751-1539

Administrative Advisor for the Debtors

EXHIBIT A

COMPENSATION BY MATTER FOR THE FEE PERIOD

Service Category	Hours	Total
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TOTAL			1,910.2		\$191,814.13

EXHIBIT B



May 24, 2019

Windstream Holdings Inc
Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

Re: Windstream Holdings Inc
USBC Case No.

Dear Robert E. Gunderman, CFO:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period April 1, 2019 to April 30, 2019 in the amount of \$150,649.86 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 776-7377 or gmullins@kccllc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "G. Mullins", with a long horizontal stroke extending to the right.

Gerry Mullins
Chief Financial Officer

Enclosures



May 24, 2019

Copy Parties

Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

John R. Luze
Kirkland & Ellis LLP
300 North LaSalle
Chicago IL 60654

Andrew Gasbarra
Alvarez & Marsal North America, LLC
Bank of America Plaza
540 W Madison St #1800
Chicago IL 60661

Kurtzman Carson Consultants LLC

Account Number	70758KCC	Invoice Date	May 24, 2019
Invoice Number	US_KCC1632136	Due Date	Due upon receipt

Windstream Holdings Inc Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$150,649.86
<i>Total of Hourly Fees</i>	\$150,649.86
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Invoice Subtotal</i>	\$150,649.86
Sales and Use Tax	0.00
<i>Total Invoice</i>	\$150,649.86

 Please detach and return this portion of the statement with your check to KCC.
 Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70758KCC
 Invoice Number US_KCC1632136
 Total Amount Due \$150,649.86
 Amount Paid \$

Check Payments to:
 Kurtzman Carson Consultants LLC
 Dept CH 16639
 Palatine, IL 60055-6639

Wire Payments to:
 Kurtzman Carson Consultants LLC
 HSBC Bank, NA
 452 Fifth Avenue, New York, NY 10018
 Account # 000183571
 FED ABA # 021001088
 ACH Routing # 022000020

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AGN	Adam Gorman	SC	26.60	\$171.75	\$4,568.54
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SUS	Sumesh Srivastava	CON	110.50	\$166.75	\$18,425.86
SYR	Sydney Reitzel	CON	14.60	\$168.75	\$2,463.74
SZA	Sonia Zapien	CON	58.80	\$80.00	\$4,704.00
TPE	Thomas Peterson	CON	25.10	\$80.00	\$2,008.00
Total				\$150,649.86	

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/2/2019	AGN	Prepare contract review log with sample contract data; attend case status conference re contract review project	SC	Contract Review	2.70
Total for 4/2/2019					2.70
4/3/2019	AGN	Prepare contract review log with sample contract data	SC	Contract Review	1.80
Total for 4/3/2019					1.80
4/5/2019	AGN	Correspondence with counsel and client re contract review updates and timing	SC	Contract Review	0.50
Total for 4/5/2019					0.50
4/8/2019	PJM	Correspondence with A&M re contract collection and review; review company sharepoint site and prepare for review re same	SMC	Contract Review	1.40
4/8/2019	AGN	Prepare draft contract log re 4/5 contract data distribution; correspondence with counsel and client re same	SC	Contract Review	2.70
4/8/2019	SUS	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	CON	Contract Review	2.40
Total for 4/8/2019					6.50
4/9/2019	AGN	Update and review contract log; correspondence with counsel and client re same	SC	Contract Review	0.90
Total for 4/9/2019					0.90
4/10/2019	PJM	Correspondence with A&M re updates to size and scope of contract review project; prepare materials re same	SMC	Contract Review	1.30
4/10/2019	AGN	Coordinate contract review with KCC team; update and revise contract review log	SC	Contract Review	1.80
4/10/2019	JCW	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	SMC	Contract Review	2.30
4/10/2019	SUS	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	CON	Contract Review	0.60
Total for 4/10/2019					6.00
4/11/2019	PJM	Correspondence with KCC Team re contract review update and review of contracts received to date	SMC	Contract Review	0.80
4/11/2019	JCW	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	SMC	Contract Review	1.60
4/11/2019	SUS	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	CON	Contract Review	2.00
Total for 4/11/2019					4.40
4/12/2019	JCW	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	SMC	Contract Review	5.10
4/12/2019	SUS	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	CON	Contract Review	3.50
Total for 4/12/2019					8.60

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/13/2019	SUS	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	CON	Contract Review	2.80
4/13/2019	SUS	Coordinate and oversee quality control review of contracts reviewed for inclusion in Schedule G	CON	Contract Review	2.30
Total for 4/13/2019					5.10
4/14/2019	AGN	Prepare contract log for client distribution; correspondence with A&M re same	SC	Contract Review	2.90
4/14/2019	SUS	Coordinate and oversee quality control review of contracts reviewed for inclusion in Schedule G	CON	Contract Review	0.60
Total for 4/14/2019					3.50
4/15/2019	HAM	Review contracts for inclusion in Schedule G	CON	Contract Review	10.00
4/15/2019	PJM	Coordinate review of insurance, HR, and other contracts for inclusion in Schedule G; prepare master spreadsheet and coordinate with A&M re same	SMC	Contract Review	1.30
4/15/2019	SEP	Review contracts for inclusion in Schedule G	CON	Contract Review	9.60
4/15/2019	AGN	Update and review contract log; correspondence with counsel re same	SC	Contract Review	3.50
4/15/2019	ESI	Review contracts for inclusion in Schedule G	CON	Contract Review	7.10
4/15/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	7.00
4/15/2019	SYR	Perform quality review of contracts including noticing information, term length, and debtor information	CON	Contract Review	2.30
4/15/2019	SYR	Perform quality review of contracts including noticing information, term length, and debtor information	CON	Contract Review	3.10
4/15/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	4.90
4/15/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	7.40
4/15/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	10.10
4/15/2019	SIE	Review contracts for inclusion in Schedule G	CON	Contract Review	4.20
4/15/2019	SUS	Correspondence re updates to contract data received to date; prepare master tracking file re same	CON	Contract Review	3.60
4/15/2019	SUS	Administrative review of contract data and noticing information; correspondence with KCC Team re same	CON	Contract Review	7.60
4/15/2019	SUS	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	CON	Contract Review	2.40
4/15/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	8.20
Total for 4/15/2019					92.30
4/16/2019	PJM	Correspondence with A&M re sharepoint site and contract review plan; prepare staffing accordingly	SMC	Contract Review	1.30
4/16/2019	AGN	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SC	Contract Review	2.50
4/16/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	7.00
4/16/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	5.90
4/16/2019	SUS	Prepare data files and tracking template for Schedule G contracts; correspondence with KCC Team re same	CON	Contract Review	3.50
Total for 4/16/2019					20.20

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/17/2019	PJM	Review insurance, HR, and other contracts for inclusion in Schedule G; prepare master spreadsheet and coordinate with A&M re same	SMC	Contract Review	1.00
4/17/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	6.30
4/17/2019	SUS	Review contracts for inclusion in Schedule G	CON	Contract Review	2.70
Total for 4/17/2019					10.00
4/18/2019	MJP	Oversee review of contracts received and update of contract review spreadsheet	SMC	Contract Review	0.80
4/18/2019	PJM	Correspondence with A&M re updates to contract review template and review of related amendment / master contracts; follow-up re same	SMC	Contract Review	0.80
4/18/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	8.80
4/18/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	3.00
Total for 4/18/2019					13.40
4/19/2019	MJP	Oversee input and review of contracts received	SMC	Contract Review	3.10
4/19/2019	JMG	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	1.80
4/19/2019	PJM	Review list of contracts from client sharepoint site; download files and prepare list of document for review; correspondence re timing and specifications of review; follow-up re same	SMC	Contract Review	3.20
4/19/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	6.30
4/19/2019	SUS	Correspondence re updates to contract data received to date; prepare master tracking file re same	CON	Contract Review	3.80
4/19/2019	SUS	Administrative review of contract data and noticing information; correspondence with KCC Team re same	CON	Contract Review	7.60
4/19/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	7.80
4/19/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	0.80
Total for 4/19/2019					34.40
4/20/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G	SMC	Contract Review	1.60
4/20/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	4.20
4/20/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	6.40
4/20/2019	MIB	Review contracts for inclusion in Schedule G	CON	Contract Review	9.70
4/20/2019	LSR	Review contracts for inclusion in Schedule G	CON	Contract Review	8.70
4/20/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	9.70
4/20/2019	LRA	Review contracts for inclusion in Schedule G	CON	Contract Review	5.90
4/20/2019	SIE	Review contracts for inclusion in Schedule G	CON	Contract Review	8.20
4/20/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	1.50
4/20/2019	HBU	Review contracts for inclusion in Schedule G	CON	Contract Review	1.60
4/20/2019	DIM	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/20/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	3.70
4/20/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	4.70
4/20/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	8.10
4/20/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	4.70
4/20/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	3.60

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 4/20/2019					90.30
4/21/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	4.90
4/21/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	7.40
4/21/2019	MIB	Review contracts for inclusion in Schedule G	CON	Contract Review	5.50
4/21/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.80
4/21/2019	SIE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.10
4/21/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	6.80
4/21/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.80
4/21/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	4.80
4/21/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.50
Total for 4/21/2019					51.60
4/22/2019	MJP	Oversee review of contracts received; correspondence with A&M re same	SMC	Contract Review	0.70
4/22/2019	HAM	Review contracts for inclusion in Schedule G	CON	Contract Review	2.70
4/22/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G	SMC	Contract Review	1.80
4/22/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	8.60
4/22/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	5.50
4/22/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	8.30
4/22/2019	LSR	Review contracts for inclusion in Schedule G	CON	Contract Review	4.50
4/22/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	10.60
4/22/2019	SIE	Review contracts for inclusion in Schedule G	CON	Contract Review	4.10
4/22/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	5.70
4/22/2019	HBU	Review contracts for inclusion in Schedule G	CON	Contract Review	5.40
4/22/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	8.90
4/22/2019	CIM	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/22/2019	DIM	Review contracts for inclusion in Schedule G	CON	Contract Review	9.40
4/22/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	11.60
4/22/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	8.20
4/22/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	9.20
4/22/2019	FSA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.30
4/22/2019	IPA	Review contracts for inclusion in Schedule G	CON	Contract Review	9.40
4/22/2019	KRA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/22/2019	LDZ	Review contracts for inclusion in Schedule G	CON	Contract Review	8.70
4/22/2019	MCL	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/22/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	9.60
4/22/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	6.90
4/22/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	7.50
Total for 4/22/2019					179.60
4/23/2019	HAM	Review contracts for inclusion in Schedule G	CON	Contract Review	6.80
4/23/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G	SMC	Contract Review	2.20

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/23/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	7.40
4/23/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	5.00
4/23/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	7.50
4/23/2019	MIB	Review contracts for inclusion in Schedule G	CON	Contract Review	2.10
4/23/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	7.10
4/23/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	10.80
4/23/2019	TPE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.40
4/23/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	9.90
4/23/2019	CIM	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/23/2019	DIM	Review contracts for inclusion in Schedule G	CON	Contract Review	9.40
4/23/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	8.70
4/23/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	11.00
4/23/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	10.00
4/23/2019	FSA	Review contracts for inclusion in Schedule G	CON	Contract Review	7.20
4/23/2019	IPA	Review contracts for inclusion in Schedule G	CON	Contract Review	9.40
4/23/2019	KRA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/23/2019	LDZ	Review contracts for inclusion in Schedule G	CON	Contract Review	9.30
4/23/2019	MCL	Review contracts for inclusion in Schedule G	CON	Contract Review	11.30
4/23/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	10.50
4/23/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	3.10
4/23/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	11.00
Total for 4/23/2019					181.10
4/24/2019	HAM	Review contracts for inclusion in Schedule G	CON	Contract Review	6.40
4/24/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G	SMC	Contract Review	2.40
4/24/2019	SEP	Review contracts for inclusion in Schedule G	CON	Contract Review	3.20
4/24/2019	ESI	Review contracts for inclusion in Schedule G	CON	Contract Review	4.70
4/24/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	6.90
4/24/2019	SYR	Perform quality review of contracts including noticing information, term length, and debtor information	CON	Contract Review	5.20
4/24/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	6.00
4/24/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	9.10
4/24/2019	MIB	Review contracts for inclusion in Schedule G	CON	Contract Review	3.80
4/24/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	4.10
4/24/2019	LRA	Review contracts for inclusion in Schedule G	CON	Contract Review	2.00
4/24/2019	SIE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.10
4/24/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	15.00
4/24/2019	TPE	Review contracts for inclusion in Schedule G	CON	Contract Review	9.30
4/24/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	8.10
4/24/2019	CIM	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/24/2019	DIM	Review contracts for inclusion in Schedule G	CON	Contract Review	9.50
4/24/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	9.90

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/24/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	9.00
4/24/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	8.60
4/24/2019	FSA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.20
4/24/2019	IPA	Review contracts for inclusion in Schedule G	CON	Contract Review	9.40
4/24/2019	KRA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/24/2019	LDZ	Review contracts for inclusion in Schedule G	CON	Contract Review	8.40
4/24/2019	MCL	Review contracts for inclusion in Schedule G	CON	Contract Review	9.20
4/24/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	9.90
4/24/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	7.10
4/24/2019	RKI	Review contracts for inclusion in Schedule G	CON	Contract Review	9.00
4/24/2019	RKI	Review contracts for inclusion in Schedule G	CON	Contract Review	9.10
4/24/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.60
Total for 4/24/2019					223.20
4/25/2019	PJM	Correspondence with A&M and Zycus Support re review of contracts on Zycus site; prepare case team re same	SMC	Contract Review	1.20
4/25/2019	SEP	Review contracts for inclusion in Schedule G	CON	Contract Review	2.40
4/25/2019	SEP	Review contracts for inclusion in Schedule G	CON	Contract Review	1.40
4/25/2019	ESI	Review contracts for inclusion in Schedule G	CON	Contract Review	2.20
4/25/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	4.60
4/25/2019	SYR	Perform quality review of contracts including noticing information, term length, and debtor information	CON	Contract Review	4.00
4/25/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	4.70
4/25/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	7.00
4/25/2019	MIB	Review contracts for inclusion in Schedule G	CON	Contract Review	5.00
4/25/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	6.00
4/25/2019	LRA	Review contracts for inclusion in Schedule G	CON	Contract Review	4.50
4/25/2019	SIE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.80
4/25/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	6.60
4/25/2019	TPE	Review contracts for inclusion in Schedule G	CON	Contract Review	7.40
4/25/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	9.10
4/25/2019	CIM	Review contracts for inclusion in Schedule G	CON	Contract Review	7.70
4/25/2019	DIM	Review contracts for inclusion in Schedule G	CON	Contract Review	8.40
4/25/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	8.40
4/25/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	9.10
4/25/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	8.40
4/25/2019	IPA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.60
4/25/2019	KRA	Review contracts for inclusion in Schedule G	CON	Contract Review	9.00
4/25/2019	LDZ	Review contracts for inclusion in Schedule G	CON	Contract Review	7.50
4/25/2019	MCL	Review contracts for inclusion in Schedule G	CON	Contract Review	9.00
4/25/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	10.00
4/25/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	5.80
4/25/2019	RKI	Review contracts for inclusion in Schedule G	CON	Contract Review	8.10

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/25/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.50
Total for 4/25/2019					180.40
4/26/2019	HAM	Review contracts for inclusion in Schedule G	CON	Contract Review	6.40
4/26/2019	ESI	Review contracts for inclusion in Schedule G	CON	Contract Review	2.30
4/26/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	5.60
4/26/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Creditor Matrix	5.40
4/26/2019	JCW	Coordinate and oversee quality control review of contracts reviewed for inclusion in Schedule G	SMC	Creditor Matrix	8.00
4/26/2019	MIB	Review contracts for inclusion in Schedule G	CON	Contract Review	3.50
4/26/2019	LSR	Review contracts for inclusion in Schedule G	CON	Contract Review	2.00
4/26/2019	ATE	Review contracts for inclusion in Schedule G	CON	Contract Review	2.80
4/26/2019	LRA	Review contracts for inclusion in Schedule G	CON	Contract Review	5.20
4/26/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	1.30
4/26/2019	TPE	Review contracts for inclusion in Schedule G	CON	Contract Review	3.00
4/26/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	5.10
4/26/2019	CIM	Review contracts for inclusion in Schedule G	CON	Contract Review	5.00
4/26/2019	DIM	Review contracts for inclusion in Schedule G	CON	Contract Review	5.00
4/26/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	4.50
4/26/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	5.00
4/26/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	5.00
4/26/2019	FSA	Review contracts for inclusion in Schedule G	CON	Contract Review	7.40
4/26/2019	IPA	Review contracts for inclusion in Schedule G	CON	Contract Review	5.20
4/26/2019	KRA	Review contracts for inclusion in Schedule G	CON	Contract Review	5.00
4/26/2019	MCL	Review contracts for inclusion in Schedule G	CON	Contract Review	5.70
4/26/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	5.10
4/26/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	5.20
4/26/2019	RKI	Review contracts for inclusion in Schedule G	CON	Contract Review	4.60
4/26/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	5.60
Total for 4/26/2019					118.90
4/28/2019	PJM	Review contracts for review on Zycus database; prepare instructions and setup data for case team review	SMC	Contract Review	2.40
Total for 4/28/2019					2.40
4/29/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G	SMC	Contract Review	1.20
4/29/2019	AGN	Update and review contract log; correspondence with counsel re same	SC	Contract Review	3.10
4/29/2019	AGN	Prepare and review contract details re debtor name extraction	SC	Contract Review	1.90
4/29/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	6.10
4/29/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	4.30
4/29/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	6.40
4/29/2019	SUS	Coordinate and oversee review of contracts for inclusion in Schedule G	CON	Contract Review	1.40

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
4/29/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	6.10
4/29/2019	CIM	Review contracts for inclusion in Schedule G	CON	Contract Review	6.70
4/29/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	7.70
4/29/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	6.10
4/29/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	7.20
4/29/2019	FSA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/29/2019	KRA	Review contracts for inclusion in Schedule G	CON	Contract Review	8.00
4/29/2019	LDZ	Review contracts for inclusion in Schedule G	CON	Contract Review	6.40
4/29/2019	MCL	Review contracts for inclusion in Schedule G	CON	Contract Review	6.50
4/29/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	6.50
4/29/2019	PHM	Review contracts for inclusion in Schedule G	CON	Contract Review	7.00
4/29/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	6.70
4/29/2019	RKI	Review contracts for inclusion in Schedule G	CON	Contract Review	7.00
4/29/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	6.50
Total for 4/29/2019					120.80
4/30/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G; review additional Zycus data and prepare spreadsheet for review; remove duplicative contracts from files	SMC	Contract Review	4.20
4/30/2019	AGN	Update and review contract log re debtor extraction; correspondence with counsel re same	SC	Contract Review	2.30
4/30/2019	SMC	Review contracts for inclusion in Schedule G	CON	Contract Review	5.90
4/30/2019	JCW	Administrative review of contract data and noticing information; correspondence with KCC Team re same	SMC	Contract Review	4.50
4/30/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G	SMC	Contract Review	6.80
4/30/2019	BIF	Review contracts for inclusion in Schedule G	CON	Contract Review	8.40
4/30/2019	CIM	Review contracts for inclusion in Schedule G	CON	Contract Review	6.40
4/30/2019	DSE	Review contracts for inclusion in Schedule G	CON	Contract Review	7.70
4/30/2019	DTO	Review contracts for inclusion in Schedule G	CON	Contract Review	8.60
4/30/2019	EAG	Review contracts for inclusion in Schedule G	CON	Contract Review	6.60
4/30/2019	FSA	Review contracts for inclusion in Schedule G	CON	Contract Review	6.20
4/30/2019	IPA	Review contracts for inclusion in Schedule G	CON	Contract Review	6.50
4/30/2019	KRA	Review contracts for inclusion in Schedule G	CON	Contract Review	4.00
4/30/2019	LDZ	Review contracts for inclusion in Schedule G	CON	Contract Review	6.20
4/30/2019	MCL	Review contracts for inclusion in Schedule G	CON	Contract Review	8.50
4/30/2019	MKE	Review contracts for inclusion in Schedule G	CON	Contract Review	8.90
4/30/2019	PHM	Review contracts for inclusion in Schedule G	CON	Contract Review	7.00
4/30/2019	PTH	Review contracts for inclusion in Schedule G	CON	Contract Review	2.40
4/30/2019	RKI	Review contracts for inclusion in Schedule G	CON	Contract Review	6.90
4/30/2019	SZA	Review contracts for inclusion in Schedule G	CON	Contract Review	7.50
Total for 4/30/2019					125.50
Total Hours					1,484.10

Kurtzman Carson Consultants LLC

04/01/2019 - 04/30/2019

Expenses

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
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Total Expenses



June 25, 2019

Windstream Holdings Inc
Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

Re: Windstream Holdings Inc
USBC Case No.

Dear Robert E. Gunderman, CFO:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period May 1, 2019 to May 31, 2019 in the amount of \$41,164.27 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 776-7377 or gmullins@kccllc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "G. Mullins".

Gerry Mullins
Chief Financial Officer

Enclosures



June 25, 2019

Copy Parties

Robert E. Gunderman, CFO
4001 Rodney Parham Road
Little Rock AR 72212

John R. Luze
Kirkland & Ellis LLP
300 North LaSalle
Chicago IL 60654

Andrew Gasbarra
Alvarez & Marsal North America, LLC
Bank of America Plaza
540 W Madison St #1800
Chicago IL 60661

Kurtzman Carson Consultants LLC

Account Number	70758KCC	Invoice Date	June 25, 2019
Invoice Number	US_KCC1648979	Due Date	Due upon receipt

Windstream Holdings Inc Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$41,164.27
Total of Hourly Fees	\$41,164.27
<u>Expenses</u>	
Expenses	\$0.00
Total Expenses	\$0.00
Invoice Subtotal	\$41,164.27
Sales and Use Tax	0.00
Total Invoice	\$41,164.27

Please detach and return this portion of the statement with your check to KCC.
Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70758KCC
 Invoice Number US_KCC1648979
 Total Amount Due \$41,164.27
 Amount Paid \$

Check Payments to:
 Kurtzman Carson Consultants LLC
 Dept CH 16639
 Palatine, IL 60055-6639

Wire Payments to:
 Kurtzman Carson Consultants LLC
 HSBC Bank, NA
 452 Fifth Avenue, New York, NY 10018
 Account # 000183571
 FED ABA # 021001088
 ACH Routing # 022000020

Kurtzman Carson Consultants LLC

05/01/2019 - 05/31/2019

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AGN	Adam Gorman	SC	26.80	\$171.75	\$4,602.92
BIF	Bianca Flores	CON	21.10	\$80.00	\$1,688.00
CIM	Cintia Martinez	CON	16.70	\$80.00	\$1,336.00
DIM	Diana Mauricio	CON	12.20	\$80.00	\$976.00
DSE	Davonte Stewart	CON	24.10	\$80.00	\$1,928.00
DTO	Diana Torres	CON	22.00	\$80.00	\$1,760.00
EAG	Esmeralda Aguayo	CON	15.80	\$80.00	\$1,264.00
FSA	Fernanda Sanchez	CON	14.90	\$80.00	\$1,192.00
HAM	Hugo Maida	CON	6.60	\$80.00	\$528.00
IPA	Isabel Padilla	CON	17.50	\$80.00	\$1,400.00
JCW	Josh Wilson	SMC	34.60	\$174.25	\$6,029.05
KRA	Kausar AbdulRauf	CON	19.10	\$80.00	\$1,528.00
LDZ	Laura Diaz	CON	10.80	\$80.00	\$864.00
MCL	Mikayla Cleary	CON	21.90	\$80.00	\$1,752.00
MKE	Mercedes Kemp	CON	23.60	\$80.00	\$1,888.00
PHM	Patrice Harris-Moore	CON	23.50	\$80.00	\$1,880.00
PJM	Patrick Morrow	SMC	13.20	\$182.75	\$2,412.30
PTH	Porscha Thompson	CON	27.80	\$80.00	\$2,224.00
RKI	Robyn Kinney	CON	31.70	\$80.00	\$2,536.00
SMC	Shanice Mitchell	CON	17.70	\$80.00	\$1,416.00
SMZ	Stanley Martinez	CON	2.80	\$80.00	\$224.00
SZA	Sonia Zapien	CON	21.70	\$80.00	\$1,736.00
Total					\$41,164.27

Kurtzman Carson Consultants LLC

05/01/2019 - 05/31/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/1/2019	HAM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.60
5/1/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G; review additional Zycus data and prepare spreadsheet for review; remove duplicative contracts from files	SMC	Contract Review	3.20
5/1/2019	AGN	Coordinate update and review of supplemental contracts re debtor information	SC	Contract Review	3.60
5/1/2019	AGN	Prepare contract tracking log re debtor review for various contracts with multiple debtors	SC	Contract Review	0.90
5/1/2019	SMC	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	3.40
5/1/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G - Zycus	SMC	Contract Review	12.20
5/1/2019	BIF	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.90
5/1/2019	CIM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.60
5/1/2019	DSE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	9.70
5/1/2019	DTO	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.90
5/1/2019	EAG	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	3.00
5/1/2019	FSA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.90
5/1/2019	IPA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.90
5/1/2019	KRA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	8.00
5/1/2019	MCL	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	3.80
5/1/2019	MKE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	8.30
5/1/2019	PHM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.50
5/1/2019	PTH	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.80
5/1/2019	RKI	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.00
5/1/2019	SZA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.30
Total for 5/1/2019					127.50
5/2/2019	PJM	Coordinate and review of contracts for inclusion in Schedule G; review additional Zycus data and prepare spreadsheet for review	SMC	Contract Review	1.80
5/2/2019	SMZ	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	2.30
5/2/2019	AGN	Update and revise Zycus contract review file; correspondence with counsel re same	SC	Contract Review	3.40
5/2/2019	AGN	Quality control review of second round of contract data re multiple debtors per contract	SC	Contract Review	1.70
5/2/2019	SMC	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	1.00
5/2/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G - Zycus	SMC	Contract Review	6.90
5/2/2019	BIF	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	1.60
5/2/2019	CIM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	1.50
5/2/2019	DSE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	1.00
5/2/2019	DTO	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	2.60
5/2/2019	EAG	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	0.50
5/2/2019	KRA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	1.00
5/2/2019	MCL	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.00
5/2/2019	MKE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	2.90
5/2/2019	PTH	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	0.60

Kurtzman Carson Consultants LLC

05/01/2019 - 05/31/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/2/2019	RKI	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	0.70
5/2/2019	SZA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	3.10
Total for 5/2/2019					39.60
5/3/2019	AGN	Update and revise Zycus contract review file; correspondence with counsel re same	SC	Contract Review	2.90
5/3/2019	AGN	Prepare contract file re multi-debtor contracts and prepare related information	SC	Contract Review	1.70
Total for 5/3/2019					4.60
5/5/2019	PJM	Correspondence re Debtor review of Zycus data and prepare spreadsheet for review; prepare updated data re same	SMC	Contract Review	2.60
Total for 5/5/2019					2.60
5/6/2019	PJM	Prepare master spreadsheet of Zycus contracts for review; prepare template for tracking multiple debtor contracts	SMC	Contract Review	2.40
5/6/2019	AGN	Update contract data file for re missing non-debtor entity contract details; correspondence with client and counsel re same	SC	Contract Review	2.30
5/6/2019	AGN	Coordinate review of 5/6 contract batch; prepare tracking sheet re same; qc contract data extraction sheet re same; update multi-debtor extraction details; correspondence with client and counsel re same	SC	Contract Review	3.70
5/6/2019	SMC	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.70
5/6/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G - Zycus	SMC	Contract Review	8.00
5/6/2019	BIF	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.90
5/6/2019	CIM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.00
5/6/2019	DIM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.50
5/6/2019	DSE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.80
5/6/2019	DTO	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.90
5/6/2019	EAG	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.60
5/6/2019	FSA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.00
5/6/2019	IPA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.90
5/6/2019	LDZ	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.80
5/6/2019	MCL	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.60
5/6/2019	MKE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.00
5/6/2019	PHM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.50
5/6/2019	PTH	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.50
5/6/2019	RKI	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.00
5/6/2019	SZA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.70
Total for 5/6/2019					114.80
5/7/2019	PJM	Review Zycus contracts for contracts with multiple debtors; follow-up with KCC Team re same	SMC	Contract Review	1.80
5/7/2019	AGN	Coordinate review of 5/6 contract batch; revise tracking sheet re same; qc contract data extraction sheet re same; update multi-debtor extraction details; distribute to client	SC	Contract Review	3.80

Kurtzman Carson Consultants LLC

05/01/2019 - 05/31/2019

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
5/7/2019	SMC	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.60
5/7/2019	JCW	Coordinate and oversee review of contracts for inclusion in Schedule G - Zycus	SMC	Contract Review	7.50
5/7/2019	BIF	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.70
5/7/2019	CIM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	1.60
5/7/2019	DIM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.70
5/7/2019	DSE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	7.60
5/7/2019	DTO	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.60
5/7/2019	EAG	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.70
5/7/2019	IPA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.70
5/7/2019	LDZ	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.00
5/7/2019	MCL	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.50
5/7/2019	MKE	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.40
5/7/2019	PHM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.00
5/7/2019	PTH	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	4.80
5/7/2019	RKI	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.10
5/7/2019	SZA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.60
Total for 5/7/2019					97.70
5/8/2019	PJM	Administrative quality control review of contract data; prepare comments and follow-up re same	SMC	Contract Review	1.40
5/8/2019	AGN	Update 5/6 contract batch; revise tracking sheet re same; qc contract data extraction sheet re same; update multi-debtor extraction details; correspondence with counsel re same	SC	Contract Review	2.80
5/8/2019	KRA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.10
5/8/2019	PTH	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.10
5/8/2019	RKI	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	6.10
Total for 5/8/2019					20.50
5/9/2019	SMZ	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	0.50
5/9/2019	KRA	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	5.00
5/9/2019	PHM	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	4.50
5/9/2019	PTH	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	4.00
5/9/2019	RKI	Review contracts for inclusion in Schedule G - Zycus	CON	Contract Review	4.80
Total for 5/9/2019					18.80
Total Hours					426.10

Kurtzman Carson Consultants LLC

05/01/2019 - 05/31/2019

Expenses

Description

Units

Rate

Amount

Total Expenses

EXHIBIT C

KURTZMAN CARSON CONSULTANTS LLC
 222 N. Pacific Coast Highway, 3rd Floor
 El Segundo, California 90245
 Telephone: (310) 751-1539
 Drake D. Foster
 Sarah H. Bryan

Administrative Advisor for the Debtors

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

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

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
 PROFESSIONALS IN RESPECT OF FIRST INTERIM APPLICATION OF
 KURTZMAN CARSON CONSULTANTS LLC AS ADMINISTRATIVE ADVISOR
 FOR THE DEBTORS FOR ALLOWANCE OF COMPENSATION FOR
 PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
 ACTUAL AND NECESSARY EXPENSES INCURRED FROM FEBRUARY 25, 2019
THROUGH AND INCLUDING JUNE 30, 2019**

I, Sarah H. Bryan, hereby certify that:

I am Corporate Counsel of Kurtzman Carson Consultants LLC (“KCC” or the “Firm”), administrative advisor for the above-captioned debtors (the “Debtors”). This certification is made in respect of the Firm’s compliance with *General Order M- 447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of January 29, 2013* (the “Local Guidelines”) and the U.S. Trustee Guidelines for

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.

Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 (the “UST Guidelines,” and together with the Amended Local Guidelines, the “Guidelines”).

Pursuant to paragraph B.1 of the Local Guidelines, I certify that:

1. I have read the Application;
2. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
3. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
4. Pursuant to paragraph B.3 of the Local Guidelines, I certify that the Debtors, their attorneys, and the U.S. Trustee are each being provided with a copy of the Application.

Dated: El Segundo, California
August 14, 2019

KURTZMAN CARSON CONSULTANTS LLC

By: /s/ Sarah H. Bryan
Sarah H. Bryan
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
(310) 823-9000

Administrative Advisor for the Debtors

EXHIBIT D

KURTZMAN CARSON CONSULTANTS LLC
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
Telephone: (310) 751-1539
Drake D. Foster
Sarah Harbuck

Administrative Advisor for the Debtors

**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)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT OF FIRST INTERIM APPLICATION OF
KURTZMAN CARSON CONSULTANTS LLC AS ADMINISTRATIVE ADVISOR
FOR THE DEBTORS FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED FROM FEBRUARY 25, 2019
THROUGH AND INCLUDING JUNE 30, 2019**

I, Sarah Harbuck, hereby certify that:

I am Corporate Counsel of Kurtzman Carson Consultants LLC (“KCC” or the “Firm”), administrative advisor for the above-captioned debtors (the “Debtors”). This certification is made in respect of the Firm’s compliance with *General Order M- 447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of January 29, 2013* (the “Local Guidelines”) and the U.S. Trustee Guidelines for

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

Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 (the “UST Guidelines,” and together with the Amended Local Guidelines, the “Guidelines”).

Pursuant to paragraph B.1 of the Local Guidelines, I certify that:

1. I have read the Application;
2. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
3. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
4. Pursuant to paragraph B.3 of the Local Guidelines, I certify that the Debtors, their attorneys, and the U.S. Trustee are each being provided with a copy of the Application.

Dated: Redondo Beach, CA
August 10, 2020

KURTZMAN CARSON CONSULTANTS LLC

By: /s/ Sarah Harbuck
Sarah Harbuck
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
(310) 823-9000

Administrative Advisor for the Debtors