

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

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|---|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| WINDSTREAM HOLDINGS, INC., <i>et al.</i> , ¹ |) | Case No. 19-22312 (RDD) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

**COVERSHEET FOR FIFTH INTERIM AND FINAL APPLICATION OF MORRISON &
FOERSTER LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD MARCH 12, 2019 THROUGH SEPTEMBER 21, 2020**

¹ The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://www.kcellc.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.



This is a(n): monthly x interim x final application.

Name of Applicant: Morrison & Foerster LLP (“**Applicant**”)

| | |
|---|---|
| Authorized to Provide Professional Services to: | The Official Committee of Unsecured Creditors (the “ Committee ”) |
|---|---|

Date of Retention: May 16, 2019 *nunc pro tunc* to March 12, 2019

Periods for which Compensation and Reimbursement is sought: July 1, 2020 through September 21, 2020 (the “**Fifth Application Period**”); and

March 12, 2019 through September 21, 2020 (the “**Final Application Period**”)

Amount of Compensation Sought as Actual, Reasonable and Necessary for Fifth Application Period: \$271,620.00¹

| | |
|---|------------|
| Amount of Expense Reimbursement | \$3,859.05 |
| Sought as Actual, Reasonable and | |
| Necessary for Fifth Application Period: | |

Amount of Compensation Sought as Actual, Reasonable and Necessary for Final Application Period: \$11,090,971.00²

| | |
|---|--------------|
| Amount of Expense Reimbursement | \$304,178.84 |
| Sought as Actual, Reasonable and Necessary for Final Application Period: | |

¹ The amount of compensation requested for the Fifth Application Period reflects a voluntary reduction totaling \$18,207.50 in fees as client accommodations for and time entry review.

² The amount of compensation requested for the Final Application Period reflects voluntary reductions totaling \$329,976.50 consisting of (a) \$154,976.50 in fees as client accommodations for non-working travel and time entry review; and (b) \$175,000.00 in fees pursuant to the *Stipulation of Settlement* [ECF No. 2279].

Summary of Monthly Statements for Fifth Application Period:

| Date Submitted and ECF No. | Application Period | Total Compensation and Expenses Requested During Application Period | | Total Amounts Paid to Date | | Remaining Fees |
|----------------------------|----------------------|---|-------------------|----------------------------|-------------------|---------------------|
| | | Fees | Expenses | Fees | Expenses | |
| 8/28/2020 ECF No. 2471 | 7/1/2020 – 7/31/2020 | \$134,203.50 | \$3,274.15 | \$134,203.50 | \$3,274.15 | \$0.00 ¹ |
| 10/6/2020 ECF No. 2561 | 8/1/2020 – 8/31/2020 | \$83,626.00 | \$279.30 | \$0.00 | \$0.00 | \$83,626.00 |
| 10/21/2020 ECF No. 2616 | 9/1/2020 – 9/21/2020 | \$53,790.50 | \$305.60 | \$0.00 | \$0.00 | \$53,790.50 |
| TOTALS: | | \$271,620.00 | \$3,859.05 | \$134,203.50 | \$3,274.15 | \$137,416.50 |

¹ The Debtors paid Morrison & Foerster's July invoice in full upon expiration of the objection deadline for the related monthly fee statement.

Summary of Previous Interim Applications:

| Date and Docket Number of Application | Period Covered by Application | Date and Dkt. No. of Order on Application | Interim Fees Requested | Interim Fees Allowed | Interim Fees Paid | Interim Expenses Requested | Interim Expenses Allowed | Interim Expenses Paid |
|--|--------------------------------------|--|-------------------------------|-----------------------------|-----------------------------|-----------------------------------|---------------------------------|------------------------------|
| 8/14/2019 ECF No. 936 | 3/12/2019 – 6/30/2019 | 10/31/2019 ECF No. 1188 | \$3,230,424.75 | \$3,230,424.75 | \$3,230,424.75 | \$55,828.95 | \$55,828.95 | \$55,828.95 |
| 12/16/2019 ECF No. 1322 | 7/1/2019 – 10/31/2019 | 2/14/2020 ECF No. 1507 | \$2,372,700.25 | \$2,372,700.25 | \$2,372,700.25 | \$40,617.11 | \$40,617.11 | \$40,617.11 |
| 4/14/2020 ECF No. 1682 | 11/1/2019 – 2/29/2020 | 6/22/2020 ECF No. 2183 | \$1,773,525.50 | \$1,773,525.50 | \$1,773,525.50 | \$68,538.74 | \$68,538.74 | \$68,538.74 |
| 8/10/2020 ECF No. 2390 | 3/1/2020 – 6/30/2020 | 10/23/2020 ECF No. 2626 | \$3,617,700.50 | \$3,617,700.50 | \$3,617,700.50 ² | \$135,334.99 | \$135,334.99 | \$135,334.99 |

Summary of Holdback Amounts:

Remaining Holdback Amount for First Interim Fee Period: \$0.00
 Remaining Holdback Amount for Second Interim Fee Period: \$0.00
 Remaining 20% Holdback Amount for Third Interim Fee Period: \$0.00
 Remaining 20% Holdback Amount for Fourth Interim Fee Period: \$0.00
Remaining Fees Outstanding for Final Application Period: \$137,416.50

² Morrison & Foerster requested payment of \$3,442,700.50 for the Fourth Application (as defined below), reflecting a reduction of \$175,000 (the “**Settlement Amount**”) pursuant to the *Stipulation of Settlement* [Docket No. 2279]. However, the Debtors inadvertently paid Morrison & Foerster the amount of fees initially requested (\$3,617,700.50). In light of the overpayment, Morrison & Foerster is not requesting payment of any additional amounts for the Fifth Interim Period (as defined below) and will refund the Debtors to the extent necessary to fund the Settlement Amount.

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| WINDSTREAM HOLDINGS, INC., <i>et al.</i> , ¹ |) | Case No. 19-22312 (RDD) |
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| Debtors. |) | (Jointly Administered) |
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**FIFTH INTERIM AND FINAL APPLICATION OF MORRISON & FOERSTER LLP AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD MARCH 12, 2019 THROUGH SEPTEMBER 21, 2020**

¹ The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://www.kcellc.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.

Morrison & Foerster LLP (“**Morrison & Foerster**” or “**Applicant**”), counsel to the Official Committee of Unsecured Creditors of Windstream Holdings, Inc. and its subsidiaries that are debtors and debtors-in-possession in these proceedings (collectively, the “**Debtors**”), hereby submits its Fifth Interim and final application for compensation and reimbursement of expenses (the “**Application**”) pursuant to section 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”) for (a) allowance of compensation for professional services rendered by Morrison & Foerster for the period from July 1, 2020 through September 21, 2020 (the “**Fifth Application Period**”); (b) reimbursement of its actual and necessary expenses incurred during the Fifth Application Period; and (c) final allowance of compensation for professional services rendered by Morrison & Foerster and reimbursement of actual and necessary expenses incurred for the period from March 12, 2019 through September 21, 2020 (the “**Final Application Period**” and together with the Fifth Application Period, the “**Compensation Period**”). In support of this Final Application, Morrison & Foerster respectfully states as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. The United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue before the Bankruptcy Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-447, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013)* (the “**Local Guidelines**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Attached hereto as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

BACKGROUND

A. The Chapter 11 Cases

3. On February 25, 2019 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.

4. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of the chapter 11 cases is set forth in the *Declaration of Tony Thomas, Chief Executive Officer and President of Windstream Holdings, Inc., (I) In Support of Debtors’ Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* [Docket No. 27].

5. On March 12, 2018, the Office of the United States Trustee for the Southern District of New York (the “**United States Trustee**”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 136].¹

B. The Retention of Morrison & Foerster

6. Immediately following its appointment, the Committee conducted its initial meeting and selected Morrison & Foerster as its counsel.

7. On April 29, 2019, the Committee filed the *Application for Entry of an Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019* [Docket No. 440]. On May 16, 2019, the Court entered the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019* [Docket No. 539].

C. The Interim Compensation Order

8. On April 22, 2019, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 374] (the “**Interim Compensation Order**”). Pursuant to the Interim Compensation Order, Applicant is authorized to file and serve its monthly invoices on the Application Recipients (as defined in the Interim Compensation Order). If no objections are raised prior to the expiration of the applicable Objection Deadline, the Debtors are authorized to pay 80% of the fees and 100% of the expenses identified in the monthly fee statement.

¹ The members of the Committee include: (a) Pension Benefit Guaranty Corporation; (b) Communication Workers of America, AFL-CIO, CLC; (c) AT&T Services, Inc.; (d) VeloCloud Networks, Inc.; (e) Crown Castle Fiber; (f) LEC Services, Inc.; and (g) UMB Bank.

D. Morrison & Foerster's Fifth Interim and Final Compensation

9. On August 14, 2019, Applicant filed the First Interim Application of Morrison & Foerster LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period March 12, 2019 through June 30, 2019 [Docket No. 936] (the “**First Application**”). In the First Application, Applicant requested payment of \$3,230,424.75² in fees and \$55,828.95 in expenses. On October 31, 2019, the Bankruptcy Court entered an order awarding Applicant \$3,230,424.75 in fees and \$55,828.95 in expenses [Docket No. 1188].

10. On December 16, 2019, Applicant filed the *Second Interim Application of Morrison & Foerster as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period July 1, 2019 through October 31, 2019* [Docket No. 1322] (the “**Second Application**”). In the Second Application, Applicant requested payment of \$2,372,700.25 in fees and \$40,617.11 in expenses. On February 14, 2020, the Bankruptcy Court entered an order awarding Applicant \$2,372,700.25 in fees and \$40,617.11 in expenses [Docket No. 1507].

11. On April 14, 2020, Applicant filed the *Third Interim Application of Morrison & Foerster as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period November 1, 2019 through February 29, 2020* [Docket No. 1682] (the “**Third Application**”). In the Third Application, Applicant requested payment of \$1,773,525.505 in fees and \$68,538.74 in expenses. On June 22, 2020, the Bankruptcy Court entered an order awarding Applicant \$1,773,525.505 in fees and \$68,538.74 in expenses [Docket No. 2183].

² This amount reflects a voluntary reduction by Morrison & Foerster in the amount of \$262.50.

12. On August 10, 2020, Applicant filed the Fourth Interim Application of Morrison & Foerster as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period March 1, 2020 through June 30, 2020 [Docket No. 2390] (the “**Fourth Application**”). In the Fourth Application, Applicant requested payment of \$3,617,700.50 in fees and \$135,334.99 in expenses. On October 23, 2020, the Bankruptcy Court entered an order awarding Applicant \$3,617,700.50³ in fees and \$135,334.99 in expenses [Docket No. 2626].

13. On August 28, 2020, Applicant filed and served its monthly invoice covering the period from July 1, 2020 through July 31, 2020 (the “**July Invoice**”) on the Application Recipients [Docket No. 2471]. On October 6, 2020, Applicant filed and served its monthly invoice covering the period from August 1, 2020 through August 31, 2020 (the “**August Invoice**”) on the Application Recipients [Docket No. 2561]. On October 21, 2020, Applicant filed and served its monthly invoice covering the period from September 1, 2020 through September 21, 2020 (the “**November Invoice**”) on the Application Recipients [Docket No. 2616]. Applicant received no objections to the Monthly Invoices.

14. Applicant has received payments totaling \$134,203.50 in fees and \$3,274.15 in expenses on account of the Monthly Invoices as of the date hereof. The Monthly Invoices reflect voluntary aggregate deductions of \$18,207.50 in fees during the Fifth Application Period, consisting of a 100% reduction for Applicant’s review of the Monthly Invoices for compliance with the Guidelines (\$18,207.50). The Monthly Invoices submitted by Applicant are subject to a

³ Morrison & Foerster requested payment of \$3,442,700.50 for the Fourth Application, reflecting a reduction of \$175,000 pursuant to the *Stipulation of Settlement* [Docket No. 2279]. However, the Debtors inadvertently paid Morrison & Foerster the amount of fees initially requested (\$3,617,700.50). In light of the overpayment, Morrison & Foerster is not requesting payment of any additional amounts for the Fifth Interim Period and will refund the Debtors to the extent necessary to fund the Settlement Amount.

20% holdback as provided for in the Interim Compensation Order. The aggregate amount of Applicant's 20% holdback during the Fifth Application Period is \$54,324.00.⁴

15. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as **Exhibit B** is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Fifth Application Period and the Final Application Period.

16. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Committee. These records are maintained in the ordinary course of Applicant's practice. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as **Exhibit C** is a billing summary for the Fifth Application Period and the Final Application Period, setting forth the name of each attorney and paraprofessional who rendered services to the Committee, each attorney's year of bar admission and area of practice concentration, the aggregate time expended by each attorney and each paraprofessional, the hourly billing rate for each attorney and each paraprofessional, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

17. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A chart summarizing the expenses incurred during the Fifth Application Period and the Final Application Period is attached hereto as **Exhibit D**.

⁴ The Debtors paid Morrison & Foerster's July invoice in full upon expiration of the objection deadline for the related monthly fee statement.

18. Attached hereto as **Exhibit E** is a summary and comparison of the aggregate blended hourly rates billed by Morrison & Foerster's New York timekeepers to nonbankruptcy matters during the preceding fiscal year and the blended hourly rates billed to the Committee during the Fifth Application Period and the Final Application Period.

19. Attached hereto as **Exhibit F** is a summary of Morrison & Foerster's budget for the Fifth Application Period.

20. Attached hereto as **Exhibit G** is a summary of Morrison & Foerster's staffing plan for the Fifth Application Period.

21. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Application Recipients with each of the Monthly Invoices are also attached hereto collectively as **Exhibit H**.

22. There is no agreement or understanding between Applicant and any other person, other than partners of Applicant's firm, for the sharing of compensation to be received for services rendered in the chapter 11 cases.

23. Morrison & Foerster has been allowed, on an interim basis, fees and expenses in the following amounts on account of its previous interim fee applications:

| Interim Fee Applications | Interim Fee Orders | Fees Requested | Fees Allowed | Expenses Requested | Expenses Allowed |
|---|----------------------------|-----------------------|---------------------|---------------------------|-------------------------|
| 1 st Interim 3/12/2019 – 6/30/2019 ECF No. 036 | 10/31/2019 ECF No. 1188 | \$3,230,424.75 | \$3,230,424.75 | \$55,828.95 | \$55,828.95 |
| 2 nd Interim 7/1/2019 – 10/31/2019 ECF No. 1322 | 2/14/2020 ECF No. 1507 | \$2,372,700.25 | \$2,372,700.25 | \$40,617.11 | \$40,617.11 |

| Interim Fee Applications | Interim Fee Orders | Fees Requested | Fees Allowed | Expenses Requested | Expenses Allowed |
|--|----------------------------|------------------------|-----------------------------|---------------------|---------------------|
| 3 rd Interim 11/1/2019 – 2/29/2020 Dkt. No. 1682 | 6/22/2020 ECF No. 2183 | \$1,773,525.50 | \$1,773,525.50 | \$68,538.74 | \$68,538.74 |
| 4 th Interim 3/1/2020 – 6/30/2020 ECF No. 2390 | 10/23/2020 ECF No. 2626 | \$3,617,700.50 | \$3,617,700.50 ⁵ | \$135,334.99 | \$135,334.99 |
| Total: | | \$10,994,351.00 | \$10,994,351.00 | \$300,319.79 | \$300,319.79 |

COMPENSATION REQUESTED BY MORRISON & FOERSTER

24. By this Application, Morrison & Foerster requests approval of its fees and expenses relating to professional services provided to the Committee during the Compensation Period. Morrison & Foerster may request allowance of compensation and reimbursement of expenses for services rendered as Committee counsel after the Compensation Period and reserves the right to supplement this Application to request allowance of such amount prior to the hearing on this Application.

25. Specifically, Morrison & Foerster requests final allowance of (a) \$275,479.05 (the “**Fifth Period Compensation Amount**”) for the Fifth Application Period, consisting of \$271,620.00 in fees for professional services rendered to the Committee and \$3,859.05 in actual, reasonable, and necessary expenses incurred during the Fifth Application Period; and (b) \$11,395,149.80 for the Final Application Period (which includes the Fifth Period Compensation Amount), consisting of \$11,090,971.00 in fees for professional services rendered

⁵ Morrison & Foerster requested payment of \$3,442,700.50 for the Fourth Application, reflecting a reduction of \$175,000 pursuant to the *Stipulation of Settlement* [Docket No. 2279]. However, the Debtors inadvertently paid Morrison & Foerster the amount of fees initially requested (\$3,617,700.50). In light of the overpayment, Morrison & Foerster is not requesting payment of any additional amounts for the Fifth Interim Period and will refund the Debtors to the extent necessary to fund the Settlement Amount.

and \$304,178.84 for reimbursement of actual and necessary expenses incurred by Morrison & Foerster during these chapter 11 cases.

26. The fees sought by this Application reflect (a) an aggregate of 305.80 hours of attorney and paraprofessional time spent and recorded in performing services for the Committee during the Fifth Application Period, and (b) an aggregate of 12,970.3 hours of attorney and paraprofessional time for services rendered during the Final Application Period. The blended hourly rate for both professionals and paraprofessionals was \$888.23 for the Fifth Application Period and \$855.10 for the Final Application Period. The blended hourly rate for attorneys only was \$1,009.78 for the Fifth Application Period and \$914.54 for the Final Application Period.⁶ Morrison & Foerster is only seeking compensation for services rendered to the Committee in connection with these chapter 11 cases.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

27. In general, Applicant has represented the Committee in connection with the following aspects of the chapter 11 cases:

- (a) advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;
- (b) assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
- (c) attending meetings and negotiating with the representatives of the Debtors and other parties in interest;
- (d) assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assisting and advising the Committee in connection with the Debtors' assumption or rejection of executory contracts and unexpired leases

⁶ The blended rates for attorneys only do not take into account client accommodations for non-working travel (50%), time entry review (100%), and the \$175,000 reduction pursuant to the *Stipulation of Settlement* [Docket No. 2279].

pursuant to section 365 of the Bankruptcy Code, and with the return or abandonment of estate assets, pursuant to section 554 of the Bankruptcy Code;

- (f) taking all necessary action to protect and preserve the interests of the Committee, including (i) possible prosecution of actions on its behalf; (ii) where appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) where appropriate, review and analysis of claims filed against the Debtors' estates;
- (g) generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses and papers in support of positions taken by the Committee;
- (h) appearing, as appropriate, before the Bankruptcy Court, the appellate courts, and the United States Trustee, and protect the interests of the Committee before those courts and before the United States Trustee; and
- (i) performing all other necessary legal services in these cases.

28. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Committee during the Compensation Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the chapter 11 cases. A summary of the most significant professional services rendered by Applicant during the Fifth Application Period and the Final Period follows. The summary is organized in accordance with Applicant's internal system of task codes. However, under the circumstances, and given the interconnectedness of the issues in these chapter 11 cases, certain of these categories may overlap with one another.

(a) Asset Analysis and Recovery – 001.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$164,956.00; Total Hours: 172.0

29. This category includes time spent by Morrison & Foerster attorneys analyzing the nature of the Debtors' assets. Specifically, Morrison & Foerster attorneys conducted an analysis in order to determine which of the Debtors' assets were not subject to prepetition liens. This

entailed a detailed review and analysis of the Debtors' current assets, as well as those assets that are the subject of the contractual relationship (the "**Uniti Arrangement**") between certain of the Debtors and Uniti Group, Inc. and its affiliates (collectively, "**Uniti**"). During the Application Period, Morrison & Foerster attorneys presented their findings to the Committee regarding potential unencumbered value based on the conclusions of this analysis.

(b) Assumption and Rejection of Leases and Contracts – 003.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$138,064.50; Total Hours: 152.5

30. This category includes time spent by Morrison & Foerster attorneys reviewing, analyzing, commenting on, conducting diligence with respect to, and negotiating the resolution of various pleadings concerning the assumption or rejection of executory contracts and unexpired leases. This included matters related to the purported application of the deadline under section 365(d)(4) of the Bankruptcy Code to the Uniti Arrangement. During the Compensation Period, Morrison & Foerster attorneys also spent time analyzing and reviewing the new "CLEC" and "ILEC" lease components of the settlement of the issues surrounding the Uniti Arrangement (the "**Uniti Settlement**").

(c) Budgeting (Case) – 005.

Fifth Application Period: Fees: \$426.00; Total Hours: 0.6

Final Application Period: Fees: \$4,522.50; Total Hours: 5.7

31. This category includes time spent by Morrison & Foerster attorneys on all matters relating to the prospective budgets and staffing plans for the Compensation Period, in accordance with the UST Guidelines. During the Compensation Period, Morrison & Foerster attorneys created the prospective budget and staffing plan for each of the interim fee periods, and communicated with the co-chairpersons of the Committee regarding budgets and staffing plans.

(d) Business Operations – 006.

Fifth Application Period: Fees: \$2,335.50; Total Hours: 1.7

Final Application Period: Fees: \$67,765.00; Total Hours: 65.1

32. This category includes time spent by Morrison & Foerster on all matters relating to the Debtors' business operations. During the Compensation Period, Morrison & Foerster attorneys spent time: (a) analyzing the Debtors' financial statements and miscellaneous documents regarding the Debtors' capital structure, business operations, and related reporting; (b) reviewing presentations and analyses prepared by the Debtors' professionals concerning the Debtors' business operations, and discussing such presentations and analyses with the Debtors' professionals; (c) reviewing presentations and analyses prepared by AlixPartners, LLP ("**Alix**"), the Committee's financial advisor, and Perella Weinberg Partners LP ("**Perella**"), the Committee's investment banker, concerning the Debtors' financial performance; (d) reviewing and analyzing the Debtors' monthly operating reports; (e) reviewing the Debtors' business plan and discussing the same with the Committee; and (f) coordinating with the Debtors and their contract counterparties regarding the status of negotiations. In addition, during the Compensation Period, Morrison & Foerster participated in various telephonic and in-person meetings with the Debtors' professionals to discuss the Debtors' operations and business performance, as well as the business plan.

(e) Case Administration – 007.

Fifth Application Period: Fees: \$12,832.50; Total Hours: 22.3

Final Application Period: Fees: \$439,190.50; Total Hours: 580.4

33. This category includes time spent on all matters related to the internal administration of the Committee, including drafting the Committee's by-laws, reviewing and revising confidentiality agreements with the Debtors, preparing and updating the Committee roster, managing task lists, monitoring the case docket, and tracking case deadlines.

(f) Claims Administration and Objections – 008.

Fifth Application Period: Fees: \$669.00; Total Hours: 0.5

Final Application Period: Fees: \$79,271.00; Total Hours: 86.5

34. This category includes all matters relating to the administration and review of claims asserted against the Debtors and their estates. During the Application Period, Morrison & Foerster attorneys spent time: (a) analyzing and providing comments on the Debtors' draft bar date order; (b) evaluating the factual and legal bases of motions seeking allowance and payment of alleged administrative expense claims; (c) evaluating the factual and legal bases of proposed settlements with certain claimants; (d) analyzing the Debtors' various omnibus objections to claims; (e) analyzing the Debtors' various notices of satisfaction of claims and related pleadings; (f) analyzing reports provided in connection with the Debtors' settlement of *de minimis* claims; (g) analyzing the Debtors' claims pool and coordinating with Alix and Perella regarding analyses of the various claims asserted against various Debtor entities and potential recoveries; and (h) monitoring the status of the Debtors' dispute with CenturyLink, Inc. regarding the nature and amount of its asserted claim.

(g) Corporate Governance and Board Matters – 009.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$12,287.50; Total Hours: 14.2

35. This category includes time spent by Morrison & Foerster analyzing various issues regarding the Uniti Arrangement and working with the Debtors' other creditor constituents in preparing a letter to the Debtors' board of directors regarding the Uniti Arrangement.

(h) Employee Benefits and Pensions – 010.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$287,600.50; Total Hours: 298.6

36. This category includes all time spent by Morrison & Foerster attorneys and paraprofessionals on issues relating to employee benefits and related obligations. During the Compensation Period, Morrison & Foerster attorneys spent time reviewing, discussing, and conducting diligence with respect to, the *Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Plan* [Docket No. 404], the *Debtors' Motion Seeking Entry of an Order Approving the Debtors' Key Employee Incentive Program* [Docket No. 405] (the “**2019 KEIP Motion**”), *Debtors' Motion for Entry of an Order Approving the Debtors' 2020 Key Employee Retention Plan* [Docket No. 1357], and the *Debtors' Motion Seeking Entry of an Order Approving the Debtors' 2020 Key Employee Incentive Program* [Docket No. 1356] (the “**2020 KEIP Motion**,” together with the 2019 KEIP Motion, the “**KEIP Motions**”).

37. As initially proposed, the Committee believed that the programs proposed by the KEIP Motions were in need of material changes. Morrison & Foerster began to prepare comprehensive objections to the KEIP Motions, while simultaneously negotiating adjustments to the proposed incentive structures with the Debtors' professionals. The Debtors ultimately made several key adjustments to the 2019 key employee incentive plan. In light of the modifications to the relief sought under the 2019 KEIP Motion, instead of filing an objection, Morrison & Foerster prepared and filed the *Statement of the Official Committee of Unsecured Creditors Regarding Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Incentive Plan* [Docket No. 516]. With respect to the 2020 KEIP Motion, the negotiations culminated in a resolution of the Committee's issues, which obviated the need to file the objection. The Debtors ultimately made several key adjustments to the key employee incentive

plan, reflected in the *Notice of filing of Revised proposed Order Approving the Debtors' 2020 Key Employee Incentive Program* [Docket No. 1413].

(i) Employment and Fee Applications – 011.

Fifth Application Period: Fees: \$28,098.50; Total Hours: 36.7

Final Application Period: Fees: \$159,463.00; Total Hours: 242.2

38. This category includes time spent by Morrison & Foerster with respect to the retention and employment of the Committee's professionals. During the Compensation Period, Morrison & Foerster attorneys drafted the *Application for Entry of an Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019* [Docket No. 440]. Morrison & Foerster also assisted Perella and Alix in preparing their retention applications [Docket Nos. 441 and 442, respectively]. In addition, during the Compensation Period, Morrison & Foerster attorneys spent time reviewing and discussing the terms of the applications to employ certain of the Debtors' professionals and analyzing the reasonableness of the compensation metrics set forth therein. This analysis resulted in Morrison & Foerster preparing and filing the *Statement of the Official Committee of Unsecured Creditors Regarding the Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of PJT Partners LP as Investment Bankers Nunc Pro Tunc to the Petition Date and (II) Granting Related Relief* [Docket No. 302].

39. This category also includes time spent by Morrison & Foerster on various tasks relating to the payment of fees and expenses. During the Compensation Period, Morrison & Foerster prepared and filed monthly fee statements throughout the Compensation Period. Morrison & Foerster also prepared and filed interim fee applications during the Compensation Period. In addition, Morrison & Foerster attorneys helped prepare and file the monthly fee

statements and interim fee applications on behalf of Perella and Alix during the Compensation Period.

(j) Financing and Cash Collateral – 013.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$233,355.50; Total Hours: 236.4

40. This category includes all time spent by Morrison & Foerster on tasks relating to the Debtors' debtor-in-possession financing (the "**DIP Financing**") and the motion seeking approval of the DIP [Docket No. 42] (the "**DIP Motion**"). A significant amount of the time in this category was devoted to reviewing, analyzing, negotiating and developing an issues list with respect to the terms of the DIP Financing and the relief sought in the DIP Motion. In connection with this process, Morrison & Foerster attorneys conducted legal research on the propriety of various aspects of the relief sought in the DIP Motion, and negotiated with the Debtors and the agent under the DIP Financing facility regarding comments to the proposed final order (the "**Final DIP Order**"). The Committee's concerns regarding the DIP Financing were consensually resolved, and, in lieu of filing an objection to the DIP Motion, Morrison & Foerster drafted and filed the *Statement of the Official Committee of Unsecured Creditors Regarding the Debtors' Amended Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, and 507 (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 301].

41. During the Compensation Period, Morrison & Foerster attorneys also conducted diligence on the adequate protection provisions set forth in the Final DIP Order, and analyzed

the amount of adequate protection payments that the Debtors have made during the course of the chapter 11 cases. Morrison & Foerster attorneys conducted diligence regarding unencumbered cash, and the ability of the indenture trustees for the Debtors' unsecured notes to assert charging liens. In addition, Morrison & Foerster attorneys spent time reviewing and analyzing the terms of the *Debtors' Motion for an Order Amending the Final DIP Order* [Docket No. 2009].

42. Finally, this category includes time relating to Morrison & Foerster's efforts to extend the challenge period set forth in the Final DIP Order. Pursuant to the Final DIP Order, the Committee had until July 22, 2019 (the "**Initial Challenge Deadline**") to commence a proceeding objecting to or challenging the amount, validity, perfection, enforceability, priority or extent of the liens and collateral held by the Debtors' prepetition secured lenders (the "**Prepetition Lenders**"). This category includes time spent by Morrison & Foerster negotiating and drafting letter agreements with the Prepetition Lenders further extending the Committee's Challenge Deadline.

(k) Other Litigation – 014.

Fifth Application Period: Fees: \$1,285.00; Total Hours: 1.3

Final Application Period: Fees: \$1,473,403.00; Total Hours: 1,584.10

43. This category includes time spent by Morrison & Foerster in connection with various matters arising in *Windstream Holdings, Inc., et al. v. Charter Communications, Inc., et al.*, Adv. P. No. 19-08246 (RDD) (the "**Charter Litigation**") and in *Windstream Holdings, Inc. et al. v. Uniti Group, Inc. et al.*, Adv. P. No. 19-8279 (the "**Uniti Litigation**"). Morrison & Foerster spent time analyzing various pleadings arising in the Charter Litigation and the Uniti Litigation, as well as participating in discovery and analyzing various issues that arose in both matters. Morrison & Foerster also coordinated with the Debtors' professionals and other parties in interest regarding the Committee's participation in the Charter Litigation and the Uniti

Litigation. This entailed, among other things, various discussions with interested parties regarding scheduling and litigation strategy.

44. In connection with the Committee's involvement in the Charter Litigation, Morrison & Foerster attorneys negotiated with the Debtors' professionals regarding the Committee's intervention. These discussions culminated in the *Stipulation and Agreed Order Authorizing Intervention by the Official Committee of Unsecured Creditors in Adversary Proceeding No. 19-08246* [Charter Litigation Docket No. 56]. Morrison & Foerster also prepared and filed various pleadings in the Charter Litigation, including: (a) *Joinder of the Official Committee of Unsecured Creditors to Debtors' Motion for a Temporary Restraining Order, Preliminary Injunction, and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC* [Charter Litigation Docket No. 18]; (b) *Joinder of Proposed Intervenor the Official Committee of Unsecured Creditors to Debtors' Motion for a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC* [Charter Litigation Docket No. 48]; (c) *Joinder of the Official Committee of Unsecured Creditors to the Debtors' Opposition to Charter's Motion for Summary Judgment* [Charter Litigation Docket No. 149]; (d) *Joinder of the Official Committee of Unsecured Creditors to the Debtors' Reply in Support of the Debtors' Motion for Summary Judgment of Liability On All Counts* [Charter Litigation Docket No. 174]; (e) *Joinder of the Official Committee of Unsecured Creditors to the Debtors' Opposition to Defendant's Motion for Judgment on the Pleadings on Count VI and Motion to Dismiss Count VII for Lack of Subject Matter Jurisdiction* [Charter Litigation Docket No. 163]; and (f) *The Committee's Post-Trial Brief* [Charter Litigation Docket No. 318].

45. In connection with the Committee's involvement in the Uniti Litigation, Morrison & Foerster attorneys negotiated with the Debtors' professionals and other parties in interest regarding the Committee's intervention. These discussions culminated in the *Stipulation and Agreed Order Authorizing Intervention* [Uniti Litigation Docket No. 20]. Morrison & Foerster attorneys also prepared and filed various pleadings in the Uniti Litigation, including the (a) *Motion of the Official Committee of Unsecured Creditors Pursuant to Federal Rule 24 and Bankruptcy Rule 7024 to Intervene In Adversary Proceeding* [Uniti Litigation Docket No. 7]; (b) *Joinder of the Official Committee of Unsecured Creditors to the Motion In Limine of UMB Bank, National Association and U.S. Bank National Association, as Indenture Trustees, to Preclude Certain Testimony of Paul H. Chill and William P. Zarakas* [Uniti Litigation Docket No. 15]; (c) *Joint Reply In Support of Motions to Intervene* [Uniti Litigation Docket No. 19]; and (d) *Joinder of the Official Committee of Unsecured Creditors to Plaintiffs' Opposition to Uniti's Partial Motion to Dismiss* [Uniti Litigation Docket No. 38].

46. Morrison & Foerster also spent time preparing for trial in the Uniti Litigation. In addition to preparing for trial in the Uniti Litigation, Morrison & Foerster spent time analyzing various settlement proposals regarding the Uniti Litigation, and discussing the settlement proposals with the Debtors' professionals and other parties in interest. As the Committee's professionals were preparing for trial in the Uniti Litigation, on March 2, 2020, the Debtors notified the Committee that they had reached an agreement with Uniti, the First Lien Ad Hoc Group, and Elliott Investment Management LP and its affiliated funds, obviating the need to proceed with trial. This agreement culminated in the Uniti Settlement. The Uniti Settlement formed the basis for negotiations among the settling parties regarding the terms of the Debtors' restructuring, which culminated in a plan support agreement, backstop commitment agreement

(the “**Backstop Commitment**”), and the Plan (as defined below). In light of these developments, the Debtors filed the (a) *Debtors’ Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors’ Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a)* [Docket No. 1558]; and (b) *Debtors’ Motion for Entry of an Order Authorizing (I) the Debtors Entry into The Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses* [Docket No. 1579].

47. During the Compensation Period, Morrison & Foerster attorneys spent time coordinating and negotiating with various parties in interest, as well as conducting diligence regarding the Uniti Settlement, the Backstop Commitment, and related documents. In the Committee’s view, both the Uniti Settlement and the Backstop Commitment included improper and onerous terms, rendering both impossible for the Committee to support. The Committee attempted to resolve its issues with the Debtors and parties to the Uniti Settlement and Backstop Commitment. The parties were unable to resolve their issues. Morrison & Foerster prepared, filed, and prosecuted the (a) *Objection of the Official Committee of Unsecured Creditors to Debtors’ Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors’ Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a)* [Docket No. 1740]; and (b) *Objection of the Official Committee of Unsecured Creditors to Debtors’ Motion for Entry of an Order Authorizing (I) the Debtors Entry into The Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses* [Docket No. 1741].

(l) Meetings and Communications with Creditors – 015.

Fifth Application Period: Fees: \$53,100.00; Total Hours: 57.0

Final Application Period: Fees: \$1,079,263.00; Total Hours: 1,171.50

48. This category includes time spent by Morrison & Foerster relating to communications with creditors, including preparation for and participation on weekly conference calls with the Committee as a whole, as well as calls and correspondence with individual Committee members, and with Perella and Alix. Morrison & Foerster coordinated all of the Committee's activities, including preparing and distributing materials to facilitate Committee deliberations, raising individual Committee member concerns with the entire Committee, setting agendas for Committee conference calls and meetings, and leading those calls and meetings.

49. Morrison & Foerster held weekly conference calls and meetings with the Committee co-chairs, the full Committee, and the Committee's other professional advisors related to the various issues arising in these chapter 11 cases. Given the level of activity in these chapter 11 cases, these Committee meetings and calls often required extensive preparation by Morrison & Foerster's attorneys. In order to ensure that Morrison & Foerster provided the most efficient and cost effective services to the Committee, each weekly Committee call and meeting was typically attended by each member of the core Morrison & Foerster team working on this representation.

50. During Committee calls, Morrison & Foerster addressed key issues with the full Committee and its advisors. Prior to such meetings, Morrison & Foerster reviewed pending matters requiring the Committee's attention, analyzed any underlying documentation in connection therewith, and coordinated with Perella and Alix on providing advice to the Committee. Thereafter, Morrison & Foerster discussed pending matters and ongoing work streams with the Committee and assisted the Committee in formulating a position with respect to

each matter and work stream. In addition, during the Application Period, Morrison & Foerster provided Committee members with memoranda addressing pending motions and upcoming case matters, as well as email updates regarding the status of the chapter 11 cases and any important pleadings or issues that arose between Committee meetings or Committee calls.

(m) Non-Working Travel – 016.

Fifth Application Period: Fees: \$0.00; Total Hours: 0
Final Application Period: Fees: \$128,502.00; Total Hours: 146.8

51. This category includes time spent by Morrison & Foerster attorneys in nonworking travel while representing the Committee, including, but not limited to, travel to and from hearings, various meetings with the Debtors, and depositions in various locations throughout the United States. Morrison & Foerster reduced its fees by one-half, or \$64,251.00, relating to non-working travel.

(n) Plan and Disclosure Statement – 017.

Fifth Application Period: Fees: \$143,087.00; Total Hours: 130.9
Final Application Period: Fees: \$975,931.50; Total Hours: 965.6

52. This category includes time spent by Morrison & Foerster in connection with the Debtors' plan [Docket No. 1812] (as amended, the "**Plan**") and related disclosure statement [Docket No. 1813] (as amended, the "**Disclosure Statement**"). For example, this category includes time spent by Morrison & Foerster in connection with the (a) *Debtors' Motion to Extend the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code* [Docket No. 581] (the "**First Exclusivity Motion**"); (b) *Debtors' Second Motion to Extend the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code* [Docket No. 1281] (the "**Second Exclusivity Motion**"); (c) *Debtors' Third Motion to Extend Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances*

Thereof Pursuant to Section 1121 of the Bankruptcy Code. [Docket No. 1628] (the “**Third Exclusivity Motion**,” together with the Second Exclusivity Motion, the “**Contested Exclusivity Motions**”); and (d) *Debtors’ Fourth Motion to Extend Debtors’ Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code* [Docket No. 1977] (the “**Fourth Exclusivity Motion**,” together with the First Exclusivity Motion and the Contested Exclusivity Motions, the “**Exclusivity Motions**”).

53. Morrison & Foerster spent time analyzing the terms of the Exclusivity Motions, as well as discussing the Exclusivity Motions with the Debtors’ professionals and the advisors to the Debtors’ other stakeholders. The Committee negotiated adjustments to the proposed extension in the First Exclusivity Motion with the Debtors’ professionals, which resulted in the Debtors agreeing to a shorter extension. In light of the modifications to the relief sought under the First Exclusivity Motion, Morrison & Foerster prepared and filed the *Statement of the Official Committee of Unsecured Creditors Regarding the Debtors’ Motion to Extend the Debtors’ Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code* [Docket No. 642].

54. The proposed extensions of the Debtors’ exclusive periods to file and solicit acceptances of a chapter 11 plan as initially proposed in the Contested Exclusivity Motions were unwarranted and thus impossible for the Committee to support. The Committee attempted to negotiate adjustments to the proposed extensions in the Contested Exclusivity Motions with the Debtors’ professionals and other stakeholders. The parties were unable to resolve their issues. Morrison & Foerster prepared and filed the *Limited Objection of the Official Committee of Unsecured Creditors to Debtors’ Second Motion to Extend Debtors’ Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to 1121 of the Bankruptcy Code*

[Docket No. 1318] and the *Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Third Motion to Extend Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code*. [Docket No. 1678].

55. This category also includes time spent by Morrison & Foerster in connection with analyzing potential plan structures and assumptions regarding the Debtors' capital structure. Morrison & Foerster reviewed various plan term sheets that arose in connection with the settlement of the Uniti Litigation, and each of the filed versions of the Debtors' Plan and Disclosure Statement, as well as ancillary documents. Additionally, Morrison & Foerster engaged in extensive discussions with the Debtors, parties in interest, and members of the Committee regarding potential plan structures that would be acceptable to all members of the Committee. In preparation for these discussions, Morrison & Foerster conducted substantial factual, financial, and legal analyses and participated in regular strategy sessions with the Committee's other professionals regarding economics and potential strategies for increasing recoveries for general unsecured creditors under the Plan.

56. Morrison & Foerster also spent significant time considering and addressing various concerns with the Plan and Disclosure Statement advanced by individual creditors. Morrison & Foerster provided comments to the Debtors' Plan and Disclosure Statement (including comments received from members of the Committee). Although many of the Committee's issues with the Disclosure Statement were eventually resolved, Morrison & Foerster prepared and filed the *Statement and Reservation of Rights of the Official Committee of Unsecured Creditors With Respect to Debtors' Motion to Approve (I) the Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of*

Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto
[Docket No. 1633].

57. In consultation with Morrison & Foerster and the Committee's other professionals, the Committee ultimately determined to oppose the Plan. Accordingly, during the Compensation Period, Morrison & Foerster spent significant time preparing the *Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings Inc., et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 2159] (the "**Confirmation Objection**"). While preparing the Confirmation Objection, Morrison & Foerster attorneys engaged in extensive negotiations with the Debtors and various interested parties regarding the terms of the Plan. The parties were unable to resolve the Committee's issues with the Plan, and Morrison & Foerster prosecuted the Confirmation Objection. The Confirmation Objection was overruled and the Bankruptcy Court confirmed the Plan. After confirmation, Morrison & Foerster advised the Committee regarding its appellate options and continued negotiating with parties in interest. These negotiations culminated in the *Stipulation of Settlement* [Docket No. 2279].

(o) Real Estate – 018.

Fifth Application Period: Fees: \$0.00; Total Hours: 0
Final Application Period: Fees: \$8,035.00; Total Hours: 8.1

58. This category includes time spent by Morrison & Foerster analyzing, summarizing, and discussing various matters and investigation work streams regarding the real estate assets used in connection with the Debtors' operations.

(p) Relief from Stay and Adequate Protection – 019.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$58,453.50; Total Hours: 67.4

59. This category includes time spent by Morrison & Foerster analyzing, summarizing, and discussing various motions and related pleadings regarding the automatic stay.

(q) Reporting – 020.

Fifth Application Period: Fees: \$1,194.00; Total Hours: 1.2

Final Application Period: Fees: \$17,131.00; Total Hours: 17.7

60. This category includes time spent by Morrison & Foerster reviewing reports provided to the Committee by the Debtors pursuant to various first day orders. This category also includes time spent by Morrison & Foerster preparing weekly reports in accordance with the Final DIP Order regarding fees and expenses incurred by the Committee's professionals.

(r) Tax – 021.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$106,468.50; Total Hours: 119.4

61. This category includes time spent by Morrison & Foerster attending to various matters regarding the potential tax implications of the Debtors' restructuring and the Uniti Settlement. Specifically, this category includes time spent by Morrison & Foerster analyzing the potential tax implications that a restructuring of the Debtors' involving Uniti, a real estate investment trust ("REIT"), would have on the Debtors' estates. Morrison & Foerster also analyzed the potential tax implications on the Debtors' estates if the Uniti Arrangement was recharacterized as a disguised financing. In addition, Morrison & Foerster attorneys analyzed the implications of certain transactions under the Uniti Settlement on the Debtors' tax attributes in light of Uniti's status as a REIT. This category also includes time spent by Morrison &

Foerster analyzing the implications of the transactions contemplated by the Plan on the Debtors' tax attributes.

(s) Valuation – 022.

Fifth Application Period: Fees: \$240.00; Total Hours: 0.6

Final Application Period: Fees: \$8,627.00; Total Hours: 8.8

62. This category includes time spent by Morrison & Foerster analyzing preliminary valuation considerations under the Debtors' business plan, including materials prepared by Alix and Perella. This category also includes time spent by Morrison & Foerster analyzing the value of the Unit Settlement, as well as valuation methods regarding the Debtors' enterprise in connection with the Confirmation Objection.

(t) Discovery – 023.

Fifth Application Period: Fees: \$240.00; Total Hours: 0.6

Final Application Period: Fees: \$2,066,989.00; Total Hours: 2,506.9

63. This category includes time spent by Morrison & Foerster engaging in all aspects of the discovery process during the Compensation Period, including drafting and serving document demands, conducting legal research associated with formal and informal discovery, coordinating on various discovery matters with the Debtors and other parties in interest, and tracking and reviewing the discovery obtained from such parties since the commencement of these cases.

64. In particular, Morrison & Foerster conducted discovery in connection with the Committee's claims investigation and lien investigation. This entailed drafting extensive document requests and reviewing various productions and responses to the Committee's diligence requests to the Debtors, various parties in the Debtors' capital structure, and Aurelius Capital management ("Aurelius"). Aurelius is a former majority holder of certain notes issued by the Debtor that commenced an action, and obtained a judgment, against the Debtors in the

District Court for the Southern District of New York for violating an indenture in connection with the 2015 sale and lease back transaction that culminated in the Uniti Arrangement. Morrison & Foerster attorneys also spent time drafting extensive document requests to Uniti, and reviewing productions and responses to the Committee's requests in connection with the Uniti Litigation. Morrison & Foerster prepared for and attended depositions in connection with the Charter Litigation and the Uniti Litigation.

65. During the Compensation Period, Morrison & Foerster also conducted discovery in connection with the Uniti Settlement as well as the Plan and Disclosure Statement. This entailed reviewing various productions and responses to the Committee's diligence requests to the Debtors, Uniti, various parties in the Debtors' capital structure, and expert witnesses. Morrison & Foerster also prepared for and attended depositions in connection with the Uniti Settlement and the Plan and Disclosure Statement. Specifically, Morrison & Foerster conducted 10 depositions in connection with the Uniti Settlement and confirmation of the Plan, and defended two depositions of the Committee's witnesses in connection with the Uniti Settlement and the Confirmation Objection

(u) Hearings – 024.

Fifth Application Period: Fees: \$25,362.50; Total Hours: 27.8
Final Application Period: Fees: \$802,774.50; Total Hours: 915.1

66. This category includes time spent by Morrison & Foerster preparing for, attending, and reporting to the Committee regarding Court hearings. During the Compensation Period, the Bankruptcy Court held several hearings with respect to a wide variety of issues related to these cases, including on the Uniti Settlement, approval of the Disclosure Statement, and confirmation of the Plan. The Committee also participated in the trial in the Charter

Litigation. To the extent feasible, Morrison & Foerster attorneys attended hearings telephonically.

(v) First and Second Day Motions – 025.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$131,942.50; Total Hours: 180.6

67. This category includes time spent by Morrison & Foerster preparing for and representing the Committee in connection with the motions filed on the Petition Date or shortly thereafter. During the Compensation Period, Morrison & Foerster reviewed, analyzed, and responded to the first and second day motions and drafted memoranda analyzing the relief sought in the motions for the Committee. Specifically, among other motions, Morrison & Foerster reviewed and analyzed the Debtors' motions seeking authority to: (a) pay certain prepetition taxes and fees [Docket No. 11]; (b) continue and renew their insurance policies [Docket No. 9]; (c) maintain their customer programs in the ordinary course of business [Docket No. 3]; (d) pay the prepetition claims of certain critical vendors [Docket No. 16]; (e) pay claims on account of prepetition wages and employee benefits [Docket No. 18]; and (f) maintain the Debtors' cash management system [Docket No. 13]. Morrison & Foerster spent significant time analyzing and discussing the terms of the final orders with Alix and Perella, as well as negotiating changes to the final orders with the Debtors' professionals.

(w) Claims Investigation – 026.

Fifth Application Period: Fees: \$2,990.00; Total Hours: 3.2

Final Application Period: Fees: \$1,523,187.50; Total Hours: 1,752.9

68. This category includes time spent by Morrison & Foerster analyzing and investigating potential estate claims and causes of action that could have potentially served as a source of recovery for the Debtors' unsecured creditors. Specifically, Morrison & Foerster attorneys spent time investigating potential claims and causes of action arising from the Uniti

Transaction, the Aurelius Litigation, as well as other prepetition transactions. In furtherance of the investigation, Morrison & Foerster attorneys spent significant time conducting factual diligence and legal research to identify and assess the strength of the potential estate claims and causes of action. Morrison & Foerster attorneys also participated on numerous conference calls and attended meetings with Alix, Perella, the Debtors' professionals, and the Debtors' other stakeholders to discuss investigation strategy and coordinate work streams. Morrison & Foerster attorneys prepared memoranda and other materials for the Committee regarding the status of the various investigations.

(x) Lien Investigation – 027.

Fifth Application Period: Fees: \$0.00; Total Hours: 0
Final Application Period: Fees: \$286,826.00; Total Hours: 404.5

69. Pursuant to the Final DIP Order, the Committee had until the Initial Challenge Deadline to commence a proceeding objecting to or challenging the amount, validity, perfection, enforceability, priority or extent of the liens and collateral held by the Prepetition Lenders. The Initial Challenge Deadline had been consensually extended from time to time, including through confirmation of the Plan. Accordingly, during the Compensation Period, the Committee conducted a thorough review of the Prepetition Lenders' liens and collateral packages to determine the extent of the liens and security interests of the Prepetition Lenders and to assess whether any avoidance claims and causes of action could be asserted against certain Prepetition Lenders. Morrison & Foerster attorneys prepared materials for the Committee summarizing the status and preliminary results of that review. Morrison & Foerster also negotiated further extensions of the Initial Challenge Deadline with the advisors for the Prepetition Lenders during the Compensation period.

(y) Other Motions/Applications– 029.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$320,632.00; Total Hours: 391.5

70. This category includes time spent reviewing, analyzing, and summarizing, and in certain instances responding to, several other miscellaneous motions and requests filed in these cases. Such motions included: (a) two requests for the appointment of an equity committee and the Committee's responses thereto; (b) the *Motion (I) to Strike the Unit Master Lease from the Debtors' Schedules G and (II) to Modify the Cash Management Order* [Docket No. 728] and the memorandum of law and declaration filed in support of same [Docket Nos. 729 and 730, respectively]; and (c) the *Motion of the Official Committee of Unsecured Creditors for (I) Leave, Standing, and Authority to Commence and Prosecute Certain Claims and Causes of Action on Behalf of Debtors' Estates and (II) Consent Rights to Settlement* [Docket No. 786] (the "**Standing Motion**") and the various notices of adjournment regarding the Standing Motion. During the Compensation Period, Morrison & Foerster spent time reviewing these miscellaneous motions, preparing memoranda analyzing the same for the Committee, and discussing the requested relief with the Debtors' advisors and other parties in interest.

(z) Schedules and Statements – 030.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$18,529.00; Total Hours: 33.3

71. This category includes time spent by Morrison & Foerster analyzing, reviewing, and coordinating with Alix regarding, the Debtors' schedules of assets and liabilities and statements of financial affairs.

(aa) Time Entry Review– 032.

Fifth Application Period: Fees: \$18,207.50; Total Hours: 22.0

Final Application Period: Fees: \$90,725.50; Total Hours: 126.7

72. This category includes time spent reviewing and revising attorney and paraprofessional time entries in order to comply with the Guidelines. Morrison & Foerster wrote off all of the fees that it incurred in connection with reviewing and editing time entries.

(bb) Mediation – 034.

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$693,061.00; Total Hours: 661.8

73. This category includes time spent by Morrison & Foerster in connection with the mediation regarding the Uniti Arrangement and the Plan. During the Compensation Period, Morrison & Foerster attorneys spent analyzing the *Debtors' Motion for Entry of an Order Appointing a Mediator* [Docket No. 803] (the “**Mediation Motion**”), as well as the various pleadings filed in connection with the Mediation Motion. Morrison & Foerster attorneys also spent time preparing the *Statement of the Official Committee of Unsecured Creditors Regarding Debtors' Motion for Entry of an Order Appointing a Mediator* [Docket No. 842], negotiating the terms of the order approving the Mediation Motion, and drafting the Committee’s mediation statement. During the Compensation Period, Morrison & Foerster attorneys attended various mediation sessions, analyzed mediation proposals, and coordinated on various matters with the mediation parties. Morrison & Foerster also spent time during the Compensation Period preparing a mediation presentation regarding the Committee’s views on unencumbered value.

(cc) Governmental/Regulatory

Fifth Application Period: Fees: \$0.00; Total Hours: 0

Final Application Period: Fees: \$43,990.00; Total Hours: 54.0

74. This category includes time spent analyzing the implications that certain regulatory schemes, including the Federal Communications Commission, could have on the Debtors' restructuring and business operations.

75. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the chapter 11 cases. The time records attached hereto as **Exhibit H** present a more complete depiction of the work performed by Applicant in each billing category during the Compensation Period.

APPLICANT STATEMENT PURSUANT TO APPENDIX B OF THE UST GUIDELINES

76. The following statement is provided pursuant to ¶ C.5. of the UST Guidelines.

- (a) **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Answer: No.

- (b) **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: A chart comparing the amounts billed to each project category to the amount budgeted for each project category is attached hereto as **Exhibit F**. In total, the fees sought for the Fifth Application Period (\$271,620.00) are less than the fees budgeted (\$776,800.00) for the time period covered by this Application.

- (c) **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Answer: No.

- (d) **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Answer: The Applicant spent 126.7 hours totaling \$90,725.50 in fees reviewing and revising time records, but is not seeking payment of those fees.

- (e) **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Answer: No.

- (f) **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Answer: The Application includes the Applicant's standard yearly rate increase for 2020. The Committee is aware of these rate increases.

**REASONABLE AND NECESSARY SERVICES
RENDERED BY MORRISON & FOERSTER**

77. Morrison & Foerster respectfully submits that the professional services that it rendered on behalf of the Committee during the Fifth Application Period and the Final Application Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases.

78. Morrison & Foerster advised and assisted the Committee in every phase of these Chapter 11 Cases. To this end, as set forth in detail in **Exhibit C** of this Final Application, numerous Morrison & Foerster attorneys and paraprofessionals from various Morrison & Foerster practice groups spent 305.80 hours during the Fifth Application Period and

approximately 12,970.3 hours during the Final Application Period rendering professional services on behalf of the Committee.

79. During the Fifth Application Period, Morrison & Foerster's hourly billing rates for attorneys ranged from \$650.00 to \$1,425.00. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$1,009.78 for the Fifth Application Period.⁷

80. During the Final Application Period, Morrison & Foerster's hourly billing rates for attorneys ranged from \$525.00 to \$1,500.00. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$914.54 for the Final Application Period.⁸

81. The fees charged by Morrison & Foerster in these chapter 11 cases are consistent with Morrison & Foerster's existing billing rates and procedures in effect during the Compensation Period. The rates Morrison & Foerster charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates Morrison & Foerster charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in non-bankruptcy cases in a competitive national legal market.

⁷ The blended rates for attorneys only do not take into account client accommodations for non-working travel (50%), time entry review (100%), and the \$175,000 reduction pursuant to the *Stipulation of Settlement* [Docket No. 2279].

⁸ The blended rates for attorneys only do not take into account client accommodations for non-working travel (50%), time entry review (100%), and the \$175,000 reduction pursuant to the *Stipulation of Settlement* [Docket No. 2279].

ACTUAL AND NECESSARY EXPENSES INCURRED BY MORRISON & FOERSTER

82. As set forth in **Exhibit D** attached hereto, Morrison & Foerster has incurred a total of \$3,859.05 in expenses on behalf of the Committee in providing professional services during the Fifth Application Period and \$304,178.84 in expenses during the Final Application Period. Morrison & Foerster states as follows regarding these expenses:

- (a) It is Morrison & Foerster's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client.
- (b) It is also Morrison & Foerster's policy to charge its clients only the amount actually incurred by Morrison & Foerster in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, computer assisted legal research, photocopying, outgoing facsimile transmissions, long-distance telephone calls, airfare, meals, and lodging. However, to comply with the Debtors' billing policy, Morrison & Foerster did not charge for certain of these expenses.
- (c) Morrison & Foerster professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.
- (d) Morrison & Foerster generally charges \$0.10 per page for standard duplication, which conforms to the charge per page rate prescribed by the Guidelines. During the Final Application Period, Morrison & Foerster charged \$1 per page for local faxes and \$2 per page for domestic and international fax transmissions.

83. The basis for these rates is Morrison & Foerster's calculation of the actual cost of these services. Each of these categories of expenses does not exceed and, in some instances, is below the maximum rate set by the Guidelines. These charges are intended to cover Morrison & Foerster's direct operating costs, which costs are not incorporated into the Morrison & Foerster hourly billing rates. Only clients who actually use services of the types set forth in **Exhibit D** of this Final Application are separately charged for such services. The effect of including such

expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

84. Many of the actions taken by Morrison & Foerster on behalf of the Committee in these chapter 11 cases required Morrison & Foerster professionals, on some occasions, to devote time during the evenings and on weekends to perform legal services on behalf of the Committee. These services were essential to advance these cases, meet deadlines, and maintain orderly administration. Consistent with firm policy, as further disclosed in Morrison & Foerster's retention application, attorneys and other Morrison & Foerster employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. Morrison & Foerster's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendering of legal services. The reimbursement amounts do not exceed those amounts set forth in the Guidelines.

85. Morrison & Foerster believes that the actual expenses incurred in providing professional services during the Fifth Application Period and the Final Application Period were necessary, reasonable and justified under the circumstances to serve the needs of the Committee in these chapter 11 cases.

**MORRISON & FOERSTER'S REQUESTED FEES AND
REIMBURSEMENT OF EXPENSES SHOULD BE ALLOWED BY THIS COURT**

86. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

87. In the instant case, Morrison & Foerster respectfully submits that the services for which it seeks compensation in this Application, which includes the Fifth Application Period, were necessary for and beneficial to the Committee. Morrison & Foerster respectfully submits that the services rendered to the Committee were performed economically, effectively and efficiently and the results obtained have benefited the unsecured creditor body as a whole. Morrison & Foerster further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Committee and all parties in interest.

88. Accordingly, Applicant believes that the services rendered during the Compensation Period on behalf of the Committee were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

CONCLUSION

WHEREFORE, Morrison & Foerster respectfully requests that the Bankruptcy Court enter an order:

(a) awarding on a final basis compensation for professional services rendered during the Fifth Application Period in the amount of \$271,620.00 and reimbursement for actual and necessary expenses incurred by Morrison & Foerster during the Fifth Application Period in the amount of \$3,859.05;

(b) awarding on a final basis aggregate fees in the amount of \$11,090,971.00, and aggregate expenses in the amount of \$304,178.84 for the Final Application Period, which includes the fees and expenses for the Fifth Application Period;

(c) approving the Debtors' payment of all allowed fees for services rendered and expenses incurred by Morrison & Foerster in connection with these chapter 11 cases that remain unpaid as of the date of entry of the Order;

(d) providing that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Morrison & Foerster's right to seek additional compensation for services performed and expenses incurred in connection with these chapter 11 cases which were not processed at the time of this Application or which were incurred after the effective date of the Debtors' Plan; and

(e) granting Morrison & Foerster such other and further relief as is just and proper.

[Reminder of this page intentionally left blank]

Dated: November 5, 2020
New York, New York

/s/ Lorenzo Marinuzzi
MORRISON & FOERSTER LLP
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Erica J. Richards
250 W 55th Street
New York, NY 10019
Telephone: (212) 468-8000
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*Counsel for the Official Committee
of Unsecured Creditors of Windstream Holdings, Inc.,
et al.*

EXHIBIT A

MORRISON & FOERSTER LLP
250 W 55th Street
New York, New York 10019
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Erica J. Richards

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

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|---|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| WINDSTREAM HOLDINGS, INC., <i>et al.</i> , ¹ |) | |
| |) | Case No. 19-22312 (RDD) |
| Debtors. |) | (Jointly Administered) |
| |) | |

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF THE FIFTH INTERIM AND FINAL
APPLICATION OF MORRISON & FOERSTER LLP AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD MARCH 12, 2019 THROUGH SEPTEMBER 21, 2020**

I, Lorenzo Marinuzzi, hereby certify that:

1. I am a partner with Morrison & Foerster LLP (the “**Firm**”), which serves as counsel to the Official Committee of Unsecured Creditors of Windstream Holdings, Inc. and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”).

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

2. This 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 pursuant to Local Rule 2016-1(a) (as updated June 17, 2013)* (the "**Local Guidelines**"), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the "**UST Guidelines**" and, together with the Local Guidelines, the "**Guidelines**"), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 374] (the "**Interim Compensation Order**"), in connection with the Firm's application filed contemporaneously herewith (the "**Application**"), for final compensation and reimbursement of expenses for the period commencing March 12, 2019 through and including September 21, 2020, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) 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
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern

District of New York and the Debtors and their attorneys with a statement of the Firm's fees and expenses accrued during the previous month.

5. In respect of Section B.3 of the Amended Local Guidelines, I certify that the United States Trustee for the Southern District of New York, the Debtors, counsel for the Debtors, and the Standard Parties (as defined in the Interim Compensation Order) are each being provided with a copy of the Application.

Dated: November 5, 2020
New York, New York

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

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

EXHIBIT B

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY

| | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|--|---|--|----------------------|--|------------------------|
| Task Code | Matter Description | Hours | Fees | Hours | Fees |
| 1 | Asset Analysis and Recovery | 0 | \$0.00 | 172.00 | \$164,956.00 |
| 3 | Assumption and Rejection of Leases and Contracts | 0 | \$0.00 | 152.50 | \$138,064.50 |
| 5 | Budgeting (Case) | 0.60 | \$426.00 | 5.70 | \$4,522.50 |
| 6 | Business Operations | 1.70 | \$2,335.50 | 65.10 | \$67,765.00 |
| 7 | Case Administration | 22.30 | \$12,832.50 | 580.40 | \$439,190.50 |
| 8 | Claims Administration and Objections | 0.50 | \$669.00 | 86.50 | \$79,271.00 |
| 9 | Corporate Governance and Board Matters | 0 | \$0.00 | 14.20 | \$12,287.50 |
| 10 | Employee Benefits and Pensions | 0 | \$0.00 | 298.60 | \$287,600.50 |
| 11 | Employment and Fee Applications | 36.70 | \$28,098.50 | 242.20 | \$159,463.00 |
| 13 | Financing and Cash Collateral | 0 | \$0.00 | 236.40 | \$233,355.50 |
| 14 | Other Litigation | 1.30 | \$1,285.00 | 1,584.10 | \$1,473,403.00 |
| 15 | Meetings and Communications with Creditors | 57.00 | \$53,100.00 | 1,171.50 | \$1,079,263.00 |
| 16 | Non-Working Travel | 0 | \$0.00 | 146.80 | \$128,502.00 |
| 17 | Plan and Disclosure Statement | 130.90 | \$143,087.00 | 965.60 | \$975,931.50 |
| 18 | Real Estate | 0 | \$0.00 | 8.10 | \$8,035.00 |
| 19 | Relief from Stay and Adequate Protection | 0 | \$0.00 | 67.40 | \$58,453.50 |
| 20 | Reporting | 1.20 | \$1,194.00 | 17.70 | \$17,131.00 |
| 21 | Tax | 0 | \$0.00 | 119.40 | \$106,468.50 |
| 22 | Valuation | 0 | \$0.00 | 8.80 | \$8,627.00 |
| 23 | Discovery | 0.60 | \$240.00 | 2,506.90 | \$2,066,989.00 |
| 24 | Hearings | 27.80 | \$25,362.50 | 915.10 | \$802,774.50 |
| 25 | First and Second Day Motions | 0 | \$0.00 | 180.60 | \$131,942.50 |
| 26 | Claims Investigation | 3.20 | \$2,990.00 | 1,752.90 | \$1,523,187.50 |
| 27 | Lien Investigation | 0 | \$0.00 | 404.50 | \$286,826.00 |
| 29 | Other Motions/Applications | 0 | \$0.00 | 391.50 | \$320,632.00 |
| 30 | Schedules and Statements | 0 | \$0.00 | 33.30 | \$18,529.00 |
| 32 | Time Entry Review | 22.00 | \$18,207.50 | 126.70 | \$90,725.50 |
| 34 | Mediation | 0 | \$0.00 | 661.80 | \$693,061.00 |
| 35 | Government/Regulatory | 0 | \$0.00 | 54.00 | \$43,990.00 |
| Total Incurred: | | 305.8 | \$289,827.50 | 12,970.3 | \$11,420,947.50 |
| Less Client Accommodation for Non- Working Travel (50% of Fees Incurred): | | n/a | \$(0.00) | n/a | \$(64,251.00) |
| Less Client Accommodation for Time Entry Review (100% of Fees Incurred): | | n/a | \$(18,207.50) | n/a | \$(90,725.50) |
| Less Voluntary Reduction Related to Plan Settlement: | | n/a | \$(0.00) | n/a | \$(175,000.00) |
| Total Requested: | | 305.8 | \$271,620.00 | 12,970.3 | \$11,090,971.00 |

EXHIBIT C

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|--------------------------------|--|----------------------|---|--------------------|---|--------------------|
| Name of Professional | Department & Earliest Licensure | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Partners and Of Counsel | | | | | | |
| Aikman, Amanda | Dep't: Litigation Licensure: 2008 | \$925.00 (2019) | 0 | \$0.00 | 45.20 | \$41,810.00 |
| Birnbaum, Michael D. | Dep't: Litigation Licensure: 2000 | \$1,125.00 (2019) | 0 | \$0.00 | 2.10 | \$2,362.50 |
| Blaivas, Jay | Dep't: Tax Licensure: 1996 | \$1,175.00 (2019) | 0 | \$0.00 | 32.20 | \$37,835.00 |
| | | \$1,275.00 (2020) | 0 | \$0.00 | 10.10 | \$12,877.50 |
| Carbone, Anthony J. | Dep't: Tax Licensure: 1982 | \$1,500.00 (2019) | 0 | \$0.00 | 6.10 | \$9,580.00 |
| Goren, Todd M. | Dep't: Business Restructuring & Insolvency Group ¹ Licensure: | \$1,150.00 (2019) | 0 | \$0.00 | 657.50 | \$756,125.00 |
| | | \$1,225.00 (2020) | 24.20 | \$29,645.00 | 578.10 | \$708,172.50 |
| Kaufman, David H. | Dep't: Finance Licensure: 1984 | \$1,225.00 (2019) | 0 | \$0.00 | 65.30 | \$79,992.50 |
| Lesmes, Scott | Dep't: Corporate Licensure: 1996 | \$1,025.00 (2019) | 0 | \$0.00 | 0.20 | \$205.00 |
| Levitt, Jamie A. | Dep't: Litigation Licensure: 1992 | \$1,225.00 (2019) | 0 | \$0.00 | 256.80 | \$314,580.00 |
| | | \$1,325.00 (2019) | 0 | \$0.00 | 193.50 | \$256,387.50 |
| Marines, Jennifer L. | Dep't: BRIG Licensure: 2005 | \$1,100.00 (2019) | 0 | \$0.00 | 292.00 | \$321,200.00 |
| | | \$1,200.00 (2020) | 3.30 | \$3,960.00 | 81.50 | \$97,800.00 |
| Marinuzzi, Lorenzo | Dep't: BRIG Licensure: 1996 | \$1,300.00 (2019) | 0 | \$0.00 | 797.80 | \$1,037,140.00 |
| | | \$1,425.00 (2020) | 71.30 | \$101,602.50 | 645.50 | \$919,837.50 |

¹ Hereinafter referred to as "BRIG."

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|-----------------------------------|--------------------------------------|----------------------|---|--------------------|---|--------------------|
| Name of Professional | Department & Earliest Licensure | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Miller, Brett H. | Dep't: BRIG Licensure: 1992 | \$1,400.00 (2019) | 0 | \$0.00 | 21.50 | \$30,100.00 |
| Palmore, Joseph R. | Dep't: Litigation Licensure: 1999 | \$1,125.00 (2019) | 0 | \$0.00 | 7.50 | \$8,437.50 |
| Peck, Geoffrey R. | Dep't: Finance Licensure: 1999 | \$1,125.00 (2019) | 0 | \$0.00 | 97.30 | \$109,462.50 |
| | | \$1,200.00 (2020) | 0 | \$0.00 | 5.30 | \$6,360.00 |
| Salon, Justin R. | Dep't: Corporate Licensure: 2005 | \$1,065.00 (2019) | 0 | \$0.00 | 0.50 | \$532.50 |
| Dopsch, Peter C. | Dep't: Finance Licensure: 1983 | \$1,150.00 (2019) | 0 | \$0.00 | 137.60 | \$158,240.00 |
| | | \$1,225.00 (2020) | 0 | \$0.00 | 23.70 | \$29,032.50 |
| Peck, James Michael | Dep't: BRIG Licensure: 1971 | \$1,600.00 (2020) | 0 | \$0.00 | 1.00 | \$1,600.00 |
| Carey, Chrys A. | Dep't: Finance Licensure: 2003 | \$875.00 (2019) | 0 | \$0.00 | 5.90 | \$5,162.50 |
| Hammar, Julian E. | Dep't: Finance Licensure: 1997 | \$975.00 (2019) | 0 | \$0.00 | 16.80 | \$16,380.00 |
| Rappoport, Steve | Dep't: Litigation Licensure: 2009 | \$895.00 (2019) | 0 | \$0.00 | 126.00 | \$112,770.00 |
| | | \$930.00 (2020) | 20.70 | \$19,251.00 | 617.80 | \$574,554.00 |
| Richards, Erica J. | Dep't: BRIG Licensure: 2007 | \$925.00 (2019) | 0 | \$0.00 | 418.10 | \$386,742.50 |
| | | \$995.00 (2020) | 14.60 | \$14,527.00 | 342.00 | \$340,290.00 |
| Schwartz, James | Dep't: Corporate Licensure: 1994 | \$995.00 (2019) | 0 | \$0.00 | 15.90 | \$15,820.50 |
| Associates & Attorneys | | | | | | |
| Ahern, Michael G. | Dep't: Litigation Licensure: 2017 | \$710.00 (2020) | 0 | \$0.00 | 4.00 | \$2,840.00 |
| Anabi, Andrew Issa | Dep't: Finance Licensure: 2019 | \$525.00 (2019) | 0 | \$0.00 | 148.00 | \$77,700.00 |
| Belcastro, Thomas Dome | Dep't: Finance Licensure: 2020 | \$560.00 (2020) | 0 | \$0.00 | 29.10 | \$16,296.00 |
| Benedict, Margot G. | Dep't: Litigation Licensure: 2018 | \$550.00 (2019) | 0 | \$0.00 | 7.10 | \$3,905.00 |
| Buckley, Janie C. | Dep't: Litigation Licensure: 2018 | \$710.00 (2020) | 0 | \$0.00 | 44.20 | \$31,382.00 |

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|-------------------------|--------------------------------------|-----------------|---|--------------------|---|--------------------|
| Name of Professional | Department & Earliest Licensure | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Bullard, Miranda | Dep't: Finance 2018 Licensure: | \$550.00 (2019) | 0 | \$0.00 | 3.20 | \$1,760.00 |
| Chan, Monica | Dep't: Litigation Licensure: 2015 | \$750.00 (2019) | 0 | \$0.00 | 6.20 | \$4,650.00 |
| | | \$860.00 (2020) | 0 | \$0.00 | 28.90 | \$24,854.00 |
| Connelly, Rahman | Dep't: BRIG Licensure: 2014 | \$880.00 (2020) | 0 | \$0.00 | 7.30 | \$6,424.00 |
| Damast, Craig A. | Dep't: BRIG Licensure: 1992 | \$925.00 (2019) | 0 | \$0.00 | 869.20 | \$804,010.00 |
| | | \$990.00 (2020) | 38.70 | \$38,313.00 | 446.70 | \$442,233.00 |
| Daniels, Hillary P. | Dep't: Corporate Licensure: 2014 | \$760.00 (2020) | 0 | \$0.00 | 19.00 | \$14,440.00 |
| deLacy, Shaun Patrick | Dep't: Litigation Licensure: 2014 | \$810.00 (2020) | 0 | \$0.00 | 10.50 | \$8,505.00 |
| Dobrosielski, Jan | Dep't: Litigation Licensure: 2019 | \$525.00 (2019) | 0 | \$0.00 | 32.10 | \$16,852.50 |
| Erbeznik, Katherine El | Dep't: Tax Licensure: 2012 | \$930.00 (2020) | 0 | \$0.00 | 3.70 | \$3,441.00 |
| Ferraioli, Raff | Dep't: BRIG Licensure: 2016 | \$550.00 (2019) | 0 | \$0.00 | 851.70 | \$468,435.00 |
| | | \$710.00 (2020) | 57.10 | \$40,541.00 | 574.20 | \$407,682.00 |
| Francia, Cesark Augusto | Dep't: Litigation Licensure: 2015 | \$750.00 (2019) | 0 | \$0.00 | 36.70 | \$27,525.00 |
| Gayer, Amanda L. | Dep't: Litigation Licensure: 2017 | \$780.00 (2020) | 0 | \$0.00 | 33.20 | \$25,896.00 |
| Good, Thomas H. | Dep't: BRIG Licensure: 2007 | \$750.00 (2019) | 0 | \$0.00 | 88.80 | \$66,600.00 |
| | | \$810.00 (2020) | 1.60 | \$1,296.00 | 5.80 | \$4,698.00 |
| Greer, Jocelyn Edith | Dep't: Litigation Licensure: 2016 | \$700.00 (2019) | 0 | \$0.00 | 592.00 | \$414,400.00 |
| | | \$810.00 (2020) | 1.00 | \$810.00 | 483.70 | \$391,797.00 |
| Gunner, Claire | Dep't: Litigation Licensure: 2016 | \$810.00 (2020) | 0 | \$0.00 | 9.80 | \$7,938.00 |
| Harrison, Kelsey | Dep't: Litigation Licensure: 2019 | \$540.00 (2020) | 0 | \$0.00 | 16.10 | \$8,694.00 |

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|-------------------------|--------------------------------------|--------------------|---|--------------------|---|--------------------|
| Name of Professional | Department & Earliest Licensure | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Heo, Min W. | Dep't: Finance Licensure: 2015 | \$750.00 (2019) | 0 | \$0.00 | 0.80 | \$600.00 |
| Jensen, Sofie | Dep't: Finance Licensure: 2018 | \$275.00 (2019) | 0 | \$0.00 | 84.30 | \$23,182.50 |
| Kim, Hanna | Dep't: Finance Licensure: 2020 | \$560.00 (2020) | 0 | \$0.00 | 31.00 | \$17,360.00 |
| Masyllkanova, Aisulu | Dep't: Finance Licensure: 2013 | \$845.00 (2019) | 0 | \$0.00 | 154.00 | \$130,130.00 |
| | | \$910.00 (2020) | 0 | \$0.00 | 5.40 | \$4,914.00 |
| Melendez, Miranda B. | Dep't: Finance Licensure: 2018 | \$550.00 (2019) | 0 | \$0.00 | 31.50 | \$17,325.00 |
| | | \$710.00 (2020) | 0.20 | \$142.00 | 30.90 | \$21,939.00 |
| Miriyala, Arvind S. | Dep't: Litigation Licensure: 2018 | \$690.00 (2020) | 0 | \$0.00 | 9.10 | \$6,279.00 |
| Moore, Taj | Dep't: Litigation Licensure: 2016 | \$650.00 (2020) | 0 | \$0.00 | 15.80 | \$10,270.00 |
| Plymale, Rachael K. | Dep't: Litigation Licensure: 2015 | \$695.00 (2019) | 0 | \$0.00 | 50.60 | \$35,167.00 |
| Radzinschi, Julian N. | Dep't: Litigation Licensure: 2014 | \$805.00 (2019) | 0 | \$0.00 | 22.60 | \$18,193.00 |
| Rappoport, Steve | Dep't: Litigation Licensure: 2009 | \$895.00 (2019) | 0 | \$0.00 | 183.10 | \$163,874.50 |
| Richardson, Arnould Kat | Dep't: BRIG Licensure: 2019 | \$525.00 (2019) | 0 | \$0.00 | 763.70 | \$400,942.50 |
| | | \$650.00 (2020) | 42.00 | \$27,300.00 | 426.60 | \$277,290.00 |
| Romain, Ryan Michael | Dep't: Litigation Licensure: 2017 | \$550.00 (2019) | 0 | \$0.00 | 1.70 | \$935.00 |
| Selick, Allison | Dep't: BRIG Licensure: 2018 | \$550.00 (2019) | 0 | \$0.00 | 11.30 | \$6,215.00 |
| | | \$710.00 (2020) | 0 | \$0.00 | 8.10 | \$5,751.00 |
| Stern, Jessica S. | Dep't: Tax Licensure: 2014 | \$695.00 (2019) | 0 | \$0.00 | 15.30 | \$10,633.50 |
| | | \$810.00 (2020) | 0 | \$0.00 | 7.40 | \$5,994.00 |
| Sullivan, Lauren Marie | Dep't: Finance Licensure: 2015 | \$750.00 (2019) | 0 | \$0.00 | 119.70 | \$89,775.00 |
| | | \$860.00 (2020) | 0 | \$0.00 | 3.20 | \$2,752.00 |

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|------------------------------------|--------------------------------------|--------------------|---|---------------------|---|------------------------|
| Name of Professional | Department & Earliest Licensure | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Vasiliu, Andreea R. | Dep't: Litigation Licensure: 2013 | \$910.00 (2020) | 0 | \$0.00 | 4.10 | \$3,731.00 |
| Weekes, A. Lorraine | Dep't: Litigation Licensure: 2019 | \$640.00 (2020) | 0 | \$0.00 | 3.90 | \$2,496.00 |
| Westergaard, Lily Vale | Dep't: Litigation Licensure: 2019 | \$525.00 (2019) | 0 | \$0.00 | 241.80 | \$126,945.00 |
| | | \$650.00 (2020) | 0 | \$0.00 | 22.70 | \$14,755.00 |
| William, Sherry A. | Dep't: Finance Licensure: 2011 | \$835.00 (2019) | 0 | \$0.00 | 66.10 | \$55,193.50 |
| Total Attorneys (Incurred): | | | 274.7 | \$277,387.50 | 12,166.7 | \$11,126,989.50 |

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|--------------------------|--|--------------------|---|-----------------------|---|-----------------------|
| Name of Professional | Department, Title and No. of Years in Position | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Paraprofessionals | | | | | | |
| Ahmadi, Golzar | Dep't: Corporate Title: Scientific Specialist No. of Years: 6 | \$265.00 (2019) | 0 | \$0.00 | 1.20 | \$318.00 |
| Bergelson, Vadim | Dep't: Litigation Title: eDiscovery Project Manager No. of Years: 11 | \$345.00 (2019) | 0 | \$0.00 | 96.50 | \$33,292.50 |
| | | \$375.00 (2019) | 0 | \$0.00 | 47.70 | \$17,887.50 |
| Blackshear, Alvin | Dep't: Litigation Title: eDiscovery Project Manager No. of Years: 3 | \$375.00 (2020) | 0 | \$0.00 | 2.20 | \$825.00 |
| Cheng, Hsiao-Ting H. | Dep't: Litigation Title: Senior Paralegal No. of Years: 22 | \$375.00 (2019) | 0 | \$0.00 | 2.50 | \$937.50 |
| Cipiti, Annie | Dep't: Litigation Title: Docket Specialist No. of Years: 3 | \$250.00 (2020) | 0 | \$0.00 | 0.50 | \$125.00 |
| Curtis, Michael E. | Dep't: Litigation Title: Senior Paralegal No. of Years: 19 | \$430.00 (2020) | 0 | \$0.00 | 29.90 | \$12,857.00 |
| Day, Christina | Dep't: Corporate Title: Scientific Specialist No. of Years: 3 | \$230.00 (2019) | 0 | \$0.00 | 11.40 | \$2,622.00 |
| Nguyen, Thuan H. | Dep't: Litigation Title: eDiscovery Project Manager No. of Years: 5 | \$345.00 (2019) | 0 | \$0.00 | 2.70 | \$931.50 |

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|------------------------|---|--------------------|---|--------------------|---|--------------------|
| Name of Professional | Department, Title and No. of Years in Position | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Roy, Joshua A. | Dep't: Litigation Title: Managing Attorney No. of Years: 12 | \$400.00 (2020) | 0 | \$0.00 | 1.20 | \$480.00 |
| Chung, Aurana O. | Dep't: Litigation Title: Paralegal No. of Years: 4 | \$305.00 (2019) | 0 | \$0.00 | 37.80 | \$11,529.00 |
| Delehanty, Danielle E. | Dep't: BRIG Title: Paralegal No. of Years: 7 | \$360.00 (2019) | 0 | \$0.00 | 167.30 | \$60,228.00 |
| Dinh, Tuan H. | Dep't: Corporate Title: Senior Scientific Specialist No. of Years: 14 | \$340.00 (2019) | 0 | \$0.00 | 5.60 | \$1,904.00 |
| Franks, Matthew G. | Dep't: Litigation Title: Paralegal No. of Years: 2 | \$255.00 (2019) | 0 | \$0.00 | 17.00 | \$4,335.00 |
| Grandeau, Ryan J. | Dep't: Litigation Title: Summer Associate | \$285.00 (2019) | 0 | \$0.00 | 2.90 | \$826.50 |
| Guido, Laura | Dep't: BRIG Title: Senior Paralegal No. of Years: 12 ½ | \$375.00 (2019) | 0 | \$0.00 | 73.60 | \$27,600.00 |
| | | \$400.00 (2020) | 30.80 | \$12,320.00 | 222.80 | \$89,120.00 |
| Haley, Sharon L. | Dep't: Real Estate Title: Real Estate Specialist No. of Years: 4 ½ | \$400.00 (2019) | 0 | \$0.00 | 5.40 | \$2,160.00 |
| Kweon, Christie Y. | Dep't: Finance Title: Paralegal No. of Years: 3 | \$295.00 (2019) | 0 | \$0.00 | 3.30 | \$973.50 |
| MacCardle, Ken L. | Dep't: Litigation Title: Senior Paralegal No. of Years: 14 | \$430.00 (2020) | 0 | \$0.00 | 17.30 | \$7,439.00 |

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|----------------------------------|---|--------------------|---|--------------------|---|--------------------|
| Name of Professional | Department, Title and No. of Years in Position | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Madori, Andrea M. | Dep't: Real Estate Title: Senior Paralegal No. of Years: 8 | \$395.00 (2019) | 0 | \$0.00 | 2.60 | \$1,027.00 |
| Serna, Daniela | Dep't: General Legal Title: Summer Associate No. of Years: 4 ½ Months | \$285.00 (2019) | 0 | \$0.00 | 0.30 | \$85.50 |
| Stephenson, Ashley M. | Dep't: Litigation Title: Paralegal No. of Years: 10 months | \$375.00 (2020) | 0 | \$0.00 | 2.50 | \$937.50 |
| Williams, Jenn J. | Dep't: Tax Title: Paralegal No. of Years: 13 months | \$260.00 (2019) | 0 | \$0.00 | 1.20 | \$312.00 |
| | | \$280.00 (2020) | 0 | \$0.00 | 2.50 | \$700.00 |
| Zaccarelli, Monet D. | Dep't: Finance Title: Paralegal No. of Years: 5 | \$290.00 (2019) | 0 | \$0.00 | 18.20 | \$5,278.00 |
| | | \$325.00 (2020) | 0 | \$0.00 | 0.50 | \$162.50 |
| eDiscovery Services ² | Dep't: Litigation Title: Various No. of Years: Various | \$320.00 (2019) | 0 | \$0.00 | 8.30 | \$2,656.00 |
| | | \$375.00 (2020) | 0 | \$0.00 | 5.00 | \$1,821.00 |
| Research Services | Dep't: Library Title: Various No. of Years: Various | \$375.00 (2019) | 0 | \$0.00 | 0.50 | \$187.50 |
| | | \$350.00 (2019) | 0 | \$0.00 | 0.90 | \$315.00 |
| | | \$300.00 (2019) | 0 | \$0.00 | 1.00 | \$300.00 |

² The eDiscovery and Research Services teams leverage our expertise across offices to meet tight/urgent client deadlines in a timely and cost effective manner. To enable this collaborative workflow, time billed by this group is consolidated into a single line-item on the Timekeeper Summary sections of client bills.

| | | | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|---|---|--------------------|---|-----------------------|---|-----------------------|
| Name of Professional | Department, Title and No. of Years in Position | Hourly Rate | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| | | \$325.00 (2019) | 0 | \$0.00 | 1.50 | \$487.50 |
| | | \$300.00 (2019) | 0 | \$0.00 | 1.50 | \$450.00 |
| | | \$350.00 (2019) | 0 | \$0.00 | 0.30 | \$105.00 |
| | | \$320.00 (2020) | 0 | \$0.00 | 7.70 | \$2,622.50 |
| | | \$400.00 (2020) | 0.30 | \$120.00 | 0.30 | \$120.00 |
| Total Paraprofessionals (Incurred): | | | 31.1 | \$12,440.00 | 803.6 | \$293,958.00 |
| Total Incurred (All Professionals): | | | 305.8 | \$289,827.50 | 12,970.3 | \$11,420,947.50 |
| Less Client Accommodation for Non-Working Travel (50% of Fees Incurred): | | | n/a | \$0.00 | n/a | \$(64,251.00) |
| Less Client Accommodation for Time Entry Review (100% of Fees Incurred): | | | n/a | (\$18,207.50) | n/a | \$(90,725.50) |
| Less Voluntary Reduction Related to Plan Settlement: | | | n/a | \$(0.00) | n/a | \$(175,000.00) |
| Total Requested: | | | 305.8 | \$271,620.30 | 12,970.3 | \$11,090,971.00 |

| Grand Totals | Fifth (July 1, 2020 through September 21, 2020) | | Final (March 12, 2019 through September 21, 2020) | |
|---|--|-------------------------------|--|-------------------------------|
| | Total Hours Billed | Total Compensation | Total Hours Billed | Total Compensation |
| Total Partners and Of Counsel | 134.1 | \$168,985.50 | 5,500.8 | \$6,391,389.50 |
| Total Associates and Attorneys | 140.6 | \$108,402.00 | 6,665.9 | \$4,735,600.00 |
| Total Paraprofessionals | 31.1 | \$12,440.00 | 803.6 | \$293,958.00 |
| Total Incurred (All Professionals and Paraprofessionals) | 305.8 | \$289,827.50 | 12,970.3 | \$11,420,947.50 |
| Less Client Accommodations for: | | | | |
| Non-Working Travel (50%) | n/a | \$(0.00) | n/a | \$(64,251.00) |
| Time Entry Review (100%) | n/a | (\$18,207.50) | n/a | \$(90,725.50) |
| Less Voluntary Reduction Related to Plan Settlement: | n/a | \$(0.00) | n/a | \$(175,000.00) |
| Total Fees Requested | 305.8 | \$271,620.00 | 12,970.3 | \$11,090,971.00 |

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY
MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE
FOR THE PERIOD MARCH 12, 2019 THROUGH SEPTEMBER 21, 2020**

| | Fifth (July 1, 2020 through September 21, 2020) | Final (March 12, 2019 through September 21, 2020) |
|--|--|--|
| Category of Expenses | Amount | Amount |
| Air Freight | \$0.00 | \$635.60 |
| Business Meals | \$0.00 | \$12,146.09 |
| Color Copies | \$0.00 | \$34.80 |
| Document Retrieval Service | \$0.00 | \$202.60 |
| Epiq eDiscovery Managed Services | \$0.00 | \$14,540.45 |
| Government Fees | \$0.00 | \$394.44 |
| Messenger Service | \$0.00 | \$831.02 |
| Miscellaneous Disbursement - CourtSolutions | \$350.00 | \$5,306.70 |
| On-line Research - LEXIS | \$69.30 | \$10,501.40 |
| On-line Research - OTHER DATABASE - (BNA) The Bureau of National Affairs, Inc. BLAW | \$0.00 | \$0.40 |
| On-line Research - OTHER DATABASE - Pacer | \$0.00 | \$2,363.50 |
| On-line Research - WESTLAW | \$0.00 | \$86,263.80 |
| Outside Copying Service | \$0.00 | \$43,354.55 |
| Postage | \$0.00 | \$61.34 |
| Reporting Fees | \$3,439.75 | \$96,700.78 |
| Search Fees | \$0.00 | \$17,445.69 |
| Service of Process | \$0.00 | \$922.50 |
| Transportation | \$0.00 | \$408.21 |
| Travel | \$0.00 | \$11,735.52 |
| Travel Meals | \$0.00 | \$329.45 |
| Total Incurred: | \$3,859.05 | \$304,178.84 |

EXHIBIT E

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES
FOR THE PERIOD MARCH 19, 2019 THROUGH SEPTEMBER 21, 2020**

| Category of Timekeeper | Blended Hourly Rate ¹ | | |
|--|--|--|--|
| | Billed by New York Office for Non-Bankruptcy Engagements October 1, 2019 through September 21, 2020 ² | Billed to Committee July 1, 2020 to September 21, 2020 | Billed to Committee March 12, 2019 to September 21, 2020 |
| Partner/Equity Partner/Shareholder | \$1,046.94 | \$1,368.49 | \$1,251.52 |
| Senior Of Counsel | \$961.11 | \$0.00 | \$1,163.72 |
| Of Counsel | \$772.45 | \$956.88 | \$941.15 |
| Attorneys and Sr. Associate (7 or more years since first admission) | \$758.03 | \$0.00 | \$864.66 |
| Attorneys and Associate (4-6 years since first admission) | \$620.36 | \$810.00 | \$751.67 |
| Jr. Associate (1- 3 years since first admission) | \$521.01 | \$684.62 | \$587.71 |
| Attorney | \$0.00 | \$990.00 | \$947.06 |
| Summer Associate | \$282.11 | \$0.00 | \$285.00 |
| Visiting International Attorney | \$295.33 | \$0.00 | \$275.00 |
| Senior Paralegal | \$359.27 | \$400.00 | \$398.58 |
| Paralegal | \$257.03 | \$0.00 | \$337.41 |
| Managing Attorney | \$0.00 | \$0.00 | \$400.00 |
| Docket Specialist | \$227.25 | \$0.00 | \$250.00 |
| eDiscovery Analyst | \$314.59 | \$0.00 | \$336.62 |
| eDiscovery Project Manager | \$316.14 | \$0.00 | \$355.04 |
| Senior Scientific | \$0.00 | \$0.00 | \$340.00 |

¹ In accordance with ¶ C.3.c. of the UST Guidelines, which permits an applicant to provide disclosures that are tailored to the applicant's circumstances and ability to gather and organize internal information, the rate information for non-bankruptcy timekeepers located in Morrison & Foerster's New York office represents the average stated billing rates for those individuals.

² In accordance with the UST Guidelines, the data in this column excludes blended hourly rate information for bankruptcy engagements.

| | | | |
|---|----------|-----------------------|-----------------------|
| Specialist | | | |
| Scientific Specialist | \$0.00 | \$0.00 | \$233.33 |
| Research Services | \$0.00 | \$400.00 | \$334.85 |
| All Attorneys | \$816.86 | \$1,009.78 | \$914.54 |
| All Professionals (Attorneys and Paraprofessionals) | \$733.81 | \$888.23 ³ | \$855.10 ⁴ |

³ Based on total fees requested.

⁴ Based on total fees requested.

EXHIBIT F

BUDGET FOR THE PERIOD JULY 1, 2020 THROUGH SEPTEMBER 21, 2020

| Task Code | Matter Description | Actual Hours | Actual Fees | Estimated Hours | Estimated Fees |
|------------------|--|---------------------|---------------------|------------------------|-----------------------|
| 1 | Asset Analysis and Recovery | 0 | \$0.00 | 5 | \$4,000 |
| 2 | Asset Disposition | 0 | \$0.00 | 5 | \$4,000 |
| 3 | Assumption and Rejection of Leases and Contracts | 0 | \$0.00 | 10 | \$8,000 |
| 4 | Avoidance Action Analysis | 0 | \$0.00 | 5 | \$4,000 |
| 5 | Budgeting (Case) | 0.60 | \$426.00 | 10 | \$8,000 |
| 6 | Business Operations | 1.70 | \$2,335.50 | 15 | \$12,000 |
| 7 | Case Administration | 22.30 | \$12,832.50 | 60 | \$48,000 |
| 8 | Claims Administration and Objections | 0.50 | \$669.00 | 10 | \$8,000 |
| 9 | Corporate Governance and Board Matters | 0 | \$0.00 | 5 | \$4,000 |
| 10 | Employee Benefits and Pensions | 0 | \$0.00 | 10 | \$8,000 |
| 11 | Employment and Fee Applications | 36.70 | \$28,098.50 | 90 | \$72,000 |
| 12 | Employment and Fee Applications Objections | 0 | \$0.00 | 10 | \$8,000 |
| 13 | Financing and Cash Collateral | 0 | \$0.00 | 30 | \$24,000 |
| 14 | Other Litigation | 1.30 | \$1,285.00 | 20 | \$16,000 |
| 15 | Meetings and Communications with Creditors | 57.00 | \$53,100.00 | 90 | \$72,000 |
| 16 | Non-Working Travel | 0 | \$0.00 | 10 | \$8,000 |
| 17 | Plan and Disclosure Statement | 130.90 | \$143,087.00 | 240 | \$192,000 |
| 18 | Real Estate | 0 | \$0.00 | 15 | \$12,000 |
| 19 | Relief from Stay and Adequate Protection | 0 | \$0.00 | 15 | \$12,000 |
| 20 | Reporting | 1.20 | \$1,194.00 | 20 | \$16,000 |
| 21 | Tax | 0 | \$0.00 | 15 | \$12,000 |
| 22 | Valuation | 0 | \$0.00 | 10 | \$8,000 |
| 23 | Discovery | 0.60 | \$240.00 | 10 | \$8,000 |
| 24 | Hearings | 27.80 | \$25,362.50 | 85 | \$68,000 |
| 25 | First and Second Day Motions | 0 | \$0.00 | 0 | \$0 |
| 26 | Claims Investigation | 3.20 | \$2,990.00 | 40 | \$32,000 |
| 27 | Lien Investigation | 0 | \$0.00 | 10 | \$8,000 |
| 28 | Intercompany Claims | 0 | \$0.00 | 5 | \$4,000 |
| 29 | Other Motions/Applications | 0 | \$0.00 | 60 | \$48,000 |
| 30 | Schedules and Statements | 0 | \$0.00 | 5 | \$4,000 |
| 31 | Insurance | 0 | \$0.00 | 15 | \$12,000 |
| 32 | Time Entry Review | 22.00 | \$18,207.50 | 65 | \$0 |
| 33 | Fee Objection Discussion and Litigation | 0 | \$0.00 | 6 | \$4,800 |
| 34 | Mediation | 0 | \$0.00 | 0 | \$0 |
| 35 | Government/Regulatory | 0 | \$0.00 | 35 | \$28,000 |
| TOTAL | | 305.8 | \$289,827.50 | 1,036 | \$776,800.00 |

EXHIBIT G

**STAFFING PLAN FOR THE PERIOD
JULY 1, 2020 THROUGH SEPTEMBER 21, 2020**

| CATEGORY OF TIMEKEEPER | NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON MATTER DURING PERIOD | AVERAGE HOURLY RATE |
|-------------------------------|---|------------------------------------|
| Partner | 13 | \$945 per hour to \$1,400 per hour |
| Of Counsel | 5 | \$800 per hour to \$1,325 per hour |
| Associate | 15 | \$475 per hour to \$875 per hour |
| Paralegal | 4 | \$230 per hour to \$380 per hour |

EXHIBIT H

MORRISON | FOERSTER

PO BOX 742335

LOS ANGELES

CALIFORNIA 90074-2335

TELEPHONE: 415 268 7000

FACSIMILE: 415 268 7522

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MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,
LOS ANGELES, WASHINGTON, D.C.,
SAN DIEGO, PALO ALTO, BOSTON,
DENVER, NORTHERN VIRGINIATOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, Arkansas 72212
Attn: Robert E. Gunderman**Taxpayer ID #** [REDACTED]
Invoice Number: 5936338
Invoice Date: August 21, 2020

Client/Matter Number: 017254-0000001

Client Contact: Robert E. Gunderman

Matter Name: OFFICIAL COMMITTEE

RE: OFFICIAL COMMITTEE

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

| | <u>U.S.Dollars</u> |
|--|-------------------------------|
| Current Fees | 150,206.00 |
| Client Accommodation - Time Entry Review | (16,002.50) |
| Current Fees Value | <hr/> 134,203.50 |
| Current Disbursements | <hr/> 3,274.15 |
| Total This Invoice | <hr/> 137,477.65 <hr/> |

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

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

Time Detail

| Date | Services | Timekeeper | Hours | Value |
|----------------------------|--|------------------------|-------------|---------------|
| Business Operations | | | | |
| 28-Jul-20 | Review general updates regarding regulatory process and operations. | Marinuzzi, Lorenzo | 0.60 | 855.00 |
| Total: 006 | Business Operations | | 0.60 | 855.00 |
| Case Administration | | | | |
| 01-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |
| 02-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 06-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |
| 07-Jul-20 | Participate on weekly professionals' call. | Damast, Craig A. | 0.20 | 198.00 |
| 07-Jul-20 | Participate on weekly professionals' call. | Ferraioli, Raff | 0.20 | 142.00 |
| 07-Jul-20 | Participate on weekly professionals' call. | Goren, Todd M. | 0.20 | 245.00 |
| 07-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 07-Jul-20 | Participate on weekly professionals' call. | Rappoport, Steve | 0.20 | 186.00 |
| 07-Jul-20 | Participate on weekly professionals' call. | Richardson Arnould, Ka | 0.20 | 130.00 |
| 08-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 09-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |
| 10-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 13-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |
| 14-Jul-20 | Participate on weekly professionals' call. | Damast, Craig A. | 0.20 | 198.00 |
| 14-Jul-20 | Participate on weekly professionals' call. | Ferraioli, Raff | 0.20 | 142.00 |
| 14-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 14-Jul-20 | Participate on weekly professionals' call. | Marines, Jennifer L. | 0.20 | 240.00 |
| 14-Jul-20 | Participate on weekly professionals' call. | Rappoport, Steve | 0.20 | 186.00 |
| 14-Jul-20 | Participate on weekly professionals' call. | Richards, Erica J. | 0.20 | 199.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

| Date | Services | Timekeeper | Hours | Value |
|--|--|-------------------|--------------|-----------------|
| 15-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 16-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |
| 17-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 20-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.3); update case calendar and provide updates to same (.3). | Guido, Laura | 0.60 | 240.00 |
| 21-Jul-20 | Correspond with internal working group regarding upcoming professionals' call. | Damast, Craig A. | 0.30 | 297.00 |
| 21-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 22-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.30 | 120.00 |
| 23-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |
| 24-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 27-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 28-Jul-20 | Correspond with internal working group and Perella team regarding status, professionals' call and update for Committee instead of call. | Damast, Craig A. | 0.70 | 693.00 |
| 28-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.30 | 120.00 |
| 29-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 30-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.4); update case calendar and provide updates to same (.2). | Guido, Laura | 0.60 | 240.00 |
| 31-Jul-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| Total: 007 | Case Administration | | 9.60 | 5,496.00 |
| Employment and Fee Applications | | | | |
| 01-Jul-20 | Review Alix's May fee statement; coordinate filing of same. | Ferraioli, Raff | 0.30 | 213.00 |
| 01-Jul-20 | File and coordinate service of Alix's May fee statement. | Guido, Laura | 0.20 | 80.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
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| Date | Services | Timekeeper | Hours | Value |
|-------------|---|------------------------|--------------|--------------|
| 02-Jul-20 | File and coordinate service of Perella's May fee statement. | Guido, Laura | 0.20 | 80.00 |
| 02-Jul-20 | Review and revise Perella's May fee statement; correspond with Perella regarding same; coordinate filing of same. | Richardson Arnould, Ka | 0.30 | 195.00 |
| 08-Jul-20 | Call with D. MacGreevey (Alix) regarding Company request to retain Alix (.3); review joint retention cases (.8); correspond with AT&T regarding Alix retention (.3); correspond with K. Moody regarding Alix retention (.3). | Marinuzzi, Lorenzo | 1.70 | 2,422.50 |
| 10-Jul-20 | Call with B. Lohan (AT&T) regarding Alix retention by Debtor; correspond with K. Moody regarding same. | Marinuzzi, Lorenzo | 0.40 | 570.00 |
| 13-Jul-20 | Correspond with R. Seltzer (CWA) regarding Alix retention (.3); review correspondence from Alix regarding scope of Company retention (.2); review precedent for joint retention (.3). | Marinuzzi, Lorenzo | 0.80 | 1,140.00 |
| 14-Jul-20 | Analyze interim compensation procedures order and plan requirements for final fee applications; correspond with internal working group and Kirkland regarding same. | Ferraioli, Raff | 0.40 | 284.00 |
| 14-Jul-20 | Correspond with internal working group regarding Alix retention by Debtors (.3); review precedents regarding same (.4); correspond with internal working group regarding timing of interim fee application (.2). | Goren, Todd M. | 0.90 | 1,102.50 |
| 14-Jul-20 | Review engagement motion for Alix regarding work for Debtors (.7); correspond with PBGC regarding possible Alix retention by Debtors (.3); correspond with K. Moody regarding Alix retention (.2). | Marinuzzi, Lorenzo | 1.20 | 1,710.00 |
| 15-Jul-20 | Correspond with K. Moody regarding Alix retention. | Marinuzzi, Lorenzo | 0.20 | 285.00 |
| 16-Jul-20 | Correspond with R. Ferraioli regarding interim fee applications and logistics (.2); correspond with internal working group regarding same and timing (.2). | Damast, Craig A. | 0.40 | 396.00 |
| 16-Jul-20 | Discuss (.2) and correspond (.1) with Kirkland regarding upcoming fee applications; analyze plan and confirmation order in connection with final fee applications (.7); correspond with internal working group regarding same (.6). | Ferraioli, Raff | 1.60 | 1,136.00 |
| 20-Jul-20 | Analyze and revise MoFo's May fee statement. | Ferraioli, Raff | 0.80 | 568.00 |
| 20-Jul-20 | Prepare MoFo's May fee statement. | Guido, Laura | 1.60 | 640.00 |
| 20-Jul-20 | Review and finalize May fee statement for filing; correspond with R. Ferraioli regarding same. | Marinuzzi, Lorenzo | 0.40 | 570.00 |

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| Date | Services | Timekeeper | Hours | Value |
|---|--|----------------------|--------------|------------------|
| 21-Jul-20 | Correspond with internal working group, Perella and Alix regarding next interim fee applications and timing. | Damast, Craig A. | 0.20 | 198.00 |
| 21-Jul-20 | Correspond with internal working group regarding fee application timing and plan fee provisions. | Goren, Todd M. | 0.30 | 367.50 |
| 21-Jul-20 | Finalize, file and coordinate service of MoFo's 14th monthly fee statement; file and coordinate service of supplemental D. MacGreevey (Alix) declaration in support of Alix's retention. | Guido, Laura | 0.40 | 160.00 |
| 21-Jul-20 | Review and revise draft of D. MacGreevey (Alix) declaration regarding dual retention (.4); correspond with Alix regarding changes to declaration (.2). | Marinuzzi, Lorenzo | 0.60 | 855.00 |
| 21-Jul-20 | Review supplemental Alix declaration. | Richards, Erica J. | 0.20 | 199.00 |
| 28-Jul-20 | Correspond with internal working group regarding notice of excess fees for ordinary course professional; review notice of same. | Damast, Craig A. | 0.30 | 297.00 |
| 28-Jul-20 | Analyze notice of excess fees for ordinary course professional; correspond with internal working group regarding same. | Ferraioli, Raff | 0.20 | 142.00 |
| 30-Jul-20 | Analyze Alix's June fee statement; correspond with Alix regarding same. | Ferraioli, Raff | 0.20 | 142.00 |
| 31-Jul-20 | File and coordinate service of Alix's June fee statement. | Guido, Laura | 0.20 | 80.00 |
| Total: 011 | Employment and Fee Applications | | 14.00 | 13,832.50 |
| Other Litigation | | | | |
| 13-Jul-20 | Review automatic stay stipulation. | Goren, Todd M. | 0.40 | 490.00 |
| 14-Jul-20 | Correspond with internal working group regarding CenturyLink status. | Damast, Craig A. | 0.20 | 198.00 |
| 14-Jul-20 | Discuss status of CenturyLink dispute with S. Rochester (Katten); correspond with internal working group regarding same. | Ferraioli, Raff | 0.30 | 213.00 |
| Total: 014 | Other Litigation | | 0.90 | 901.00 |
| Meetings and Communications with Creditors | | | | |
| 01-Jul-20 | Participate on weekly Committee call. | Damast, Craig A. | 0.30 | 297.00 |
| 01-Jul-20 | Participate on weekly Committee call. | Ferraioli, Raff | 0.30 | 213.00 |
| 01-Jul-20 | Prepare for (.2) and participate on (.3) weekly Committee call; call with H. Denman (White & Case) regarding same (.1). | Goren, Todd M. | 0.60 | 735.00 |
| 01-Jul-20 | Participate on weekly Committee call. | Marines, Jennifer L. | 0.30 | 360.00 |
| 01-Jul-20 | Prepare for (.1) and participate on (.3) weekly Committee call. | Marinuzzi, Lorenzo | 0.40 | 570.00 |

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|-----------|--|------------------------|-------|----------|
| 01-Jul-20 | Participate on weekly Committee call. | Rappoport, Steve | 0.30 | 279.00 |
| 01-Jul-20 | Participate on weekly Committee call. | Richards, Erica J. | 0.30 | 298.50 |
| 01-Jul-20 | Prepare for (.1) and participate on (.3) weekly Committee call. | Richardson Arnould, Ka | 0.40 | 260.00 |
| 02-Jul-20 | Call with Committee regarding proposed plan settlement and stipulation. | Damast, Craig A. | 0.20 | 198.00 |
| 02-Jul-20 | Correspond with creditor regarding status inquiry (.1); call with Committee regarding proposed plan settlement and stipulation (.2); analyze correspondence regarding same and next steps (.3). | Ferraioli, Raff | 0.60 | 426.00 |
| 02-Jul-20 | Call with Committee regarding proposed plan settlement and stipulation (.2); call with E. Wilson (UMB) regarding same (.4). | Goren, Todd M. | 0.60 | 735.00 |
| 02-Jul-20 | Call with J. Grudus (AT&T) regarding next steps regarding plan (.3); call with C. Wick (Crown Castle) regarding status of plan and settlement of Crown Castle contract dispute (.6); prepare for (.6) and participate on (.2) call with Committee regarding proposed plan settlement and stipulation; correspond with Committee regarding settlement (.3); call with E. Wilson (UMB) regarding status of settlement and appeal (.4). | Marinuzzi, Lorenzo | 2.40 | 3,420.00 |
| 02-Jul-20 | Call with Committee regarding proposed plan settlement and stipulation. | Melendez, Miranda B. | 0.20 | 142.00 |
| 02-Jul-20 | Call with Committee regarding proposed plan settlement and stipulation. | Rappoport, Steve | 0.20 | 186.00 |
| 02-Jul-20 | Call with Committee regarding proposed plan settlement and stipulation. | Richards, Erica J. | 0.20 | 199.00 |
| 02-Jul-20 | Call with Committee regarding proposed plan settlement and stipulation (.2); correspond with Committee regarding same (.1); review correspondence from L. Marinuzzi regarding same and proposed settlement stipulation (.3). | Richardson Arnould, Ka | 0.60 | 390.00 |
| 03-Jul-20 | Discuss status of case with M. Reiner (unsecured creditor) (.3); correspond with L. Marinuzzi and E. Richards regarding same (.3). | Ferraioli, Raff | 0.60 | 426.00 |
| 03-Jul-20 | Draft memorandum to Committee regarding status update. | Marinuzzi, Lorenzo | 0.20 | 285.00 |
| 03-Jul-20 | Draft update to Committee regarding stipulation of settlement and US Bank's appeal of confirmation order (.4); correspond with D. Crossley (LEC Services) regarding same (.1). | Richardson Arnould, Ka | 0.50 | 325.00 |
| 06-Jul-20 | Call with L. Heilman (HTC) regarding plan questions (.2); correspond with A. Nann regarding aircraft question (.2). | Goren, Todd M. | 0.40 | 490.00 |

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|-------------|--|------------------------|--------------|--------------|
| 07-Jul-20 | Correspond with internal working group regarding status update for Committee. | Damast, Craig A. | 0.20 | 198.00 |
| 07-Jul-20 | Review and revise correspondence to Committee. | Goren, Todd M. | 0.20 | 245.00 |
| 07-Jul-20 | Correspond with J. Wooding (Alix), F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.2); review trading update for Committee from Perella (.1); review and revise financial presentation for Committee from Alix (.4); draft update for Committee regarding notices of appeal and filed stipulation of settlement (.4); correspond with internal working group regarding same (.1); revise update per comments from L. Marinuzzi (.2). | Richardson Arnould, Ka | 1.40 | 910.00 |
| 09-Jul-20 | Draft update to Committee regarding CQS motion for reconsideration of settlement stipulation (.4); analyze related motion (.5); revise update per comments from L. Marinuzzi (.2); correspond with S. Rappoport regarding same (.2). | Richardson Arnould, Ka | 1.30 | 845.00 |
| 13-Jul-20 | Discuss status of case with M. Reiner (unsecured creditor). | Ferraioli, Raff | 0.30 | 213.00 |
| 14-Jul-20 | Correspond with internal working group regarding agenda for upcoming Committee call; review same. | Damast, Craig A. | 0.40 | 396.00 |
| 14-Jul-20 | Discuss case status with M. Reiner (trade creditor); correspond with E. Richards regarding same. | Ferraioli, Raff | 0.30 | 213.00 |
| 14-Jul-20 | Review and revise agenda for upcoming Committee call (.2); correspond with Committee regarding call (.1); review Alix and Perella materials regarding same (.6). | Goren, Todd M. | 0.90 | 1,102.50 |
| 15-Jul-20 | Prepare for (.1) and participate on (.3) weekly Committee call. | Damast, Craig A. | 0.40 | 396.00 |
| 15-Jul-20 | Participate on weekly Committee call. | Ferraioli, Raff | 0.30 | 213.00 |
| 15-Jul-20 | Prepare for (.1) and participate on (.3) weekly Committee call. | Goren, Todd M. | 0.40 | 490.00 |
| 15-Jul-20 | Prepare for (.1) and participate on (.3) weekly Committee call. | Marines, Jennifer L. | 0.40 | 480.00 |
| 15-Jul-20 | Prepare for (.5) and participate on (.3) weekly Committee call; call with E. Wilson (UMB) regarding appeal of stipulation of settlement (.3). | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 15-Jul-20 | Participate on weekly Committee call. | Rappoport, Steve | 0.30 | 279.00 |
| 15-Jul-20 | Participate on weekly Committee call. | Richards, Erica J. | 0.30 | 298.50 |
| 16-Jul-20 | Correspond with Committee regarding motion to consolidate and expedite appeals. | Ferraioli, Raff | 0.60 | 426.00 |

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|-------------------|---|------------------------|--------------|------------------|
| 16-Jul-20 | Call with H. Denman (White & Case) regarding Committee participation (.2); correspond with internal working group regarding same (.1); review and revise correspondence to Committee regarding appeal update (.3). | Goren, Todd M. | 0.60 | 735.00 |
| 21-Jul-20 | Correspond with internal working group regarding update for Committee in lieu of call (.2); review same (.1). | Damast, Craig A. | 0.30 | 297.00 |
| 21-Jul-20 | Correspond with professionals' regarding cancellation of weekly Committee call (.2); draft update to Committee regarding response to CQS motion for reconsideration of order approving settlement stipulation (.4); correspond with R. Ferraioli regarding same (.3); review and revise weekly financial presentation for Committee from Alix (.7); correspond with internal working group regarding Committee update and materials (.3). | Richardson Arnould, Ka | 1.90 | 1,235.00 |
| 22-Jul-20 | Prepare for (.6) and participate on (.5) weekly Committee call. | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 28-Jul-20 | Correspond with internal working group regarding upcoming Committee call (.1); correspond with Committee professionals regarding same (.1). | Ferraioli, Raff | 0.20 | 142.00 |
| 28-Jul-20 | Correspond with J. Grudus (AT&T) and R. Seltzer (CWA) regarding status of weekly call and general case updates (.5); review and revise correspondence to Committee regarding updates (.3); correspond with K. McGlynn (Alix) and F. Munshi (Perella) regarding regulatory updates (.3). | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 28-Jul-20 | Review and revise materials from Alix (.4); analyze information from PJT regarding regulatory approval process for circulation to Committee (.3); draft update for Committee regarding status of regulatory approval, exit financing and rights offering in connection with emergence (.5); correspond with internal working group regarding same (.2); correspond with L. Marinuzzi regarding transmittal (.2). | Richardson Arnould, Ka | 1.60 | 1,040.00 |
| 29-Jul-20 | Correspond with C. Wu (SulmeyerKupetz) regarding rights offering and closing. | Marinuzzi, Lorenzo | 0.30 | 427.50 |
| Total: 015 | Meetings and Communications with Creditors | | 25.50 | 25,518.50 |

Plan and Disclosure Statement

| | | | | |
|-----------|--|------------------|------|----------|
| 01-Jul-20 | Correspond with internal working group regarding potential plan settlement parameters and preparation of stipulation (.8); review draft stipulation (.2); correspond with Debtors' and lenders' counsel regarding same (.2). | Damast, Craig A. | 1.20 | 1,188.00 |
|-----------|--|------------------|------|----------|

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|-----------|---|----------------------|-------|----------|
| 01-Jul-20 | Analyze updates regarding potential settlement of issues related to confirmation. | Ferraioli, Raff | 0.20 | 142.00 |
| 01-Jul-20 | Analyze distribution question under unsecured notes indenture of plan settlement (1.3); correspond with E. Richards regarding same (.3). | Good, Thomas H. | 1.60 | 1,296.00 |
| 01-Jul-20 | Review and revise draft stipulation (.4); correspond with internal working group regarding same (.3); correspond with Debtors' and lenders' counsel regarding same (.2); call with E. Wilson (UMB) regarding potential plan settlement (.3). | Goren, Todd M. | 1.20 | 1,470.00 |
| 01-Jul-20 | Review potential settlement options and appeal strategy. | Marines, Jennifer L. | 0.70 | 840.00 |
| 01-Jul-20 | Prepare appeal of confirmation order (3.4); call with CQS regarding appeal status and grounds for appeal (.5); review possible appeal settlement and modification of plan (.7); correspond with K. Wooford (Ropes & Gray) and S. Lovett (Paul Weiss) regarding possible status (.4); correspond with B. Weiland (Kirkland) regarding possible appeal settlement (.3); review and revise possible settlement stipulation (.4); correspond (.1) and call (.3) with E. Wilson (UMB) regarding potential plan settlement. | Marinuzzi, Lorenzo | 6.10 | 8,692.50 |
| 01-Jul-20 | Review draft of settlement papers. | Rappoport, Steve | 0.30 | 279.00 |
| 01-Jul-20 | Draft stipulation regarding plan settlement. | Richards, Erica J. | 1.40 | 1,393.00 |
| 02-Jul-20 | Correspond with internal working group regarding plan settlement status (.3); review current draft of settlement stipulation (.2); correspond with internal working group regarding appeal success and memorandum (.3). | Damast, Craig A. | 0.80 | 792.00 |
| 02-Jul-20 | Call with Debtors, Perella and counsel for Elliott regarding proposed settlement on plan. | Ferraioli, Raff | 0.40 | 284.00 |
| 02-Jul-20 | Review and revise draft plan settlement stipulation (.6); call with Debtors, Perella and counsel for Elliott regarding proposed settlement on plan (.4); correspond with L. Marinuzzi regarding same (.1). | Goren, Todd M. | 1.10 | 1,347.50 |
| 02-Jul-20 | Review and revise plan stipulation of settlement (.9); review plan regarding modifications (.7); call with Debtors, Perella and counsel for Elliott regarding proposed settlement on plan (.4); call (.4) and correspond (.2) with W. Moreno (CQS) regarding plan status and appeal. | Marinuzzi, Lorenzo | 2.60 | 3,705.00 |
| 02-Jul-20 | Review transcript for appeal issues (2.2); draft analysis of appeal (2.2); review revised settlement papers (.4). | Rappoport, Steve | 4.80 | 4,464.00 |
| 02-Jul-20 | Revise draft settlement stipulation (.1); further draft memorandum analyzing appellate issues (.8). | Richards, Erica J. | 0.90 | 895.50 |

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|-------------|---|------------------------|--------------|--------------|
| 03-Jul-20 | Review Kirkland and Kelley Drye comments to plan stipulation of settlement (.3); review US Bank's notice of appeal of confirmation order (.1); correspond with internal working group regarding same (.3); correspond with Committee regarding same (.1); review CQS notice of appeal of confirmation order (.1). | Damast, Craig A. | 0.90 | 891.00 |
| 03-Jul-20 | Review and revise further updated drafts of plan settlement stipulation (.5); calls with H. Denman (White & Case) (.3), KDW (.2) and Debtors and lenders (.3) regarding same. | Goren, Todd M. | 1.30 | 1,592.50 |
| 03-Jul-20 | Review updated plan and appeal settlement stipulation (.5); call (.3) and correspond (.1) with Kelley Drye and Kirkland regarding stipulation comments and plan forward; review CQS and US Bank's notice of appeal regarding plan (.3). | Marinuzzi, Lorenzo | 1.20 | 1,710.00 |
| 03-Jul-20 | Review revised settlement stipulation and notice of US Bank appeal of plan confirmation order. | Richardson Arnould, Ka | 0.40 | 260.00 |
| 06-Jul-20 | Review correspondence regarding status of settlement stipulation (.1); review proposed changes to same (.3). | Goren, Todd M. | 0.40 | 490.00 |
| 07-Jul-20 | Review ordered plan settlement stipulation. | Damast, Craig A. | 0.10 | 99.00 |
| 07-Jul-20 | Review ordered plan settlement stipulation. | Goren, Todd M. | 0.30 | 367.50 |
| 08-Jul-20 | Review CQS motion to reconsider order approving plan stipulation of settlement (.6); review and revise correspondence to Committee regarding CQS motion (.4); correspond with parties to stipulation regarding next steps (.4). | Marinuzzi, Lorenzo | 1.40 | 1,995.00 |
| 09-Jul-20 | Review CQS motion for reconsideration of order approving plan stipulation of settlement (.3); correspond with internal working group regarding same and update to Committee (.4); review same (.1). | Damast, Craig A. | 0.80 | 792.00 |
| 09-Jul-20 | Review CQS motion for reconsideration (.6); correspond with Debtors and settlement parties regarding same (.3). | Goren, Todd M. | 0.90 | 1,102.50 |
| 09-Jul-20 | Review CQS motion for reconsideration. | Rappoport, Steve | 0.90 | 837.00 |
| 09-Jul-20 | Analyze CQS motion for reconsideration. | Richards, Erica J. | 0.30 | 298.50 |
| 10-Jul-20 | Review UMB appeal civil cover sheet regarding appeal of confirmation order. | Damast, Craig A. | 0.10 | 99.00 |
| 10-Jul-20 | Call with Kelley Drye regarding CQS motion for reconsideration. | Goren, Todd M. | 0.20 | 245.00 |
| 10-Jul-20 | Review appeal record designations for US Bank appeal. | Rappoport, Steve | 0.30 | 279.00 |
| 11-Jul-20 | Review UMB designation of record and statement of issues on appeal of confirmation order. | Damast, Craig A. | 0.20 | 198.00 |

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|-------------|--|--------------------|--------------|--------------|
| 12-Jul-20 | Call with J. Gleit (Sullivan) regarding CQS motion to reconsider UMB/Committee settlement. | Marinuzzi, Lorenzo | 0.60 | 855.00 |
| 13-Jul-20 | Review appeal designations filed by CQS. | Rappoport, Steve | 0.30 | 279.00 |
| 14-Jul-20 | Review CQS joinder of designation of record and statement of issues regarding appeal of confirmation order. | Damast, Craig A. | 0.30 | 297.00 |
| 14-Jul-20 | Review status of appeal filings and record. | Marinuzzi, Lorenzo | 0.70 | 997.50 |
| 14-Jul-20 | Review fourth amended plan supplement. | Richards, Erica J. | 0.10 | 99.50 |
| 15-Jul-20 | Correspond with internal working group regarding conditions precedent for effective date of plan; review same. | Damast, Craig A. | 0.40 | 396.00 |
| 15-Jul-20 | Review materials for preparation of objection to motion to reconsider settlement of plan objection. | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 15-Jul-20 | Analyze conditions to plan effectiveness. | Richards, Erica J. | 0.40 | 398.00 |
| 16-Jul-20 | Correspond with S. Rappoport regarding US Bank motion to consolidate and expedite pending appeals of confirmation order and Uniti settlement order (.2); review same (.7); correspond with R. Ferraioli regarding update to Committee on pending appeals (.1); review same (.2). | Damast, Craig A. | 1.20 | 1,188.00 |
| 16-Jul-20 | Analyze motions to expedite and consolidate appeals. | Ferraioli, Raff | 0.80 | 568.00 |
| 16-Jul-20 | Review trustees' appeal brief of plan. | Goren, Todd M. | 0.90 | 1,102.50 |
| 16-Jul-20 | Review proposed appellate brief from US Bank regarding confirmation order (.9); review status of effective date conditions precedent (.6); call with B. Weiland (Kirkland) regarding effective date (.4). | Marinuzzi, Lorenzo | 1.90 | 2,707.50 |
| 16-Jul-20 | Review US Bank's appellate brief. | Rappoport, Steve | 1.80 | 1,674.00 |
| 16-Jul-20 | Analyze recent filings regarding confirmation appeal. | Richards, Erica J. | 0.40 | 398.00 |
| 17-Jul-20 | Correspond with internal working group regarding rescheduling of hearing and objection deadline regarding CQS motion for reconsideration of plan settlement. | Damast, Craig A. | 0.30 | 297.00 |
| 17-Jul-20 | Review US Bank's corrected designations for appeal. | Rappoport, Steve | 0.30 | 279.00 |
| 20-Jul-20 | Review joinder of CQS in motion to expedite appeal (.3); review record regarding appeal (.2); review status of preparation of objection to motion to reconsider Committee/UMB stipulation of settlement (.3). | Marinuzzi, Lorenzo | 0.80 | 1,140.00 |
| 21-Jul-20 | Conduct and analyze legal research regarding motion for reconsideration (2.8); draft objection to same (.9); correspond with K. Richardson regarding same (.1). | Ferraioli, Raff | 3.80 | 2,698.00 |

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|-------------|---|------------------------|--------------|--------------|
| 22-Jul-20 | Review CQS joinder and corrected designation of record and statement of issues regarding appeal of confirmation order. | Damast, Craig A. | 0.30 | 297.00 |
| 22-Jul-20 | Analyze CQS motion to reconsider plan settlement (.9); conduct and analyze legal research regarding objection to same (2.1); draft objection to same (2.8). | Ferraioli, Raff | 5.80 | 4,118.00 |
| 23-Jul-20 | Correspond with internal working group regarding status of objection to CQS motion for reconsideration of plan settlement. | Damast, Craig A. | 0.20 | 198.00 |
| 23-Jul-20 | Analyze comments to objection to CQS motion for reconsideration (.4); conduct and analyze legal research regarding same (1.2); revise same (1.1). | Ferraioli, Raff | 2.70 | 1,917.00 |
| 23-Jul-20 | Conduct legal research regarding objection to CQS motion to reconsider plan settlement. | Frankenstein, Steven S | 0.30 | 120.00 |
| 23-Jul-20 | Review draft objection to CQS motion for reconsideration of plan settlement. | Goren, Todd M. | 0.60 | 735.00 |
| 23-Jul-20 | Review Debtors' objection to CQS motion to expedite appeal (.7); review US Bank reply to same (.4). | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 23-Jul-20 | Review and comment on draft response to CQS motion for reconsideration of plan settlement. | Richards, Erica J. | 3.10 | 3,084.50 |
| 24-Jul-20 | Correspond with internal working group regarding comments to draft objection to CQS motion for reconsideration of plan settlement (.8); review draft objection (.3); review Debtors' response to emergency motion to consolidate and expedite appeals (.3). | Damast, Craig A. | 1.40 | 1,386.00 |
| 24-Jul-20 | Analyze comments to (1.2) and revise (1.8) objection to CQS motion for reconsideration; conduct and analyze legal research regarding same (.6). | Ferraioli, Raff | 3.60 | 2,556.00 |
| 24-Jul-20 | Review and revise draft objection to CQS motion for reconsideration. | Goren, Todd M. | 0.80 | 980.00 |
| 24-Jul-20 | Review and revise Committee draft objection to CQS motion for reconsideration of plan settlement (.5); correspond with S. Rappoport and R. Ferraioli with comments to draft and follow-up questions (.3). | Marinuzzi, Lorenzo | 0.80 | 1,140.00 |
| 24-Jul-20 | Review and revise objection to CQS motion for reconsideration. | Rappoport, Steve | 0.80 | 744.00 |
| 24-Jul-20 | Review and analyze District Court briefing regarding timing of appeal (.7); review and further revise draft response to CQS motion for reconsideration of plan settlement (.7). | Richards, Erica J. | 1.40 | 1,393.00 |

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|-------------------|--|------------------------|--------------|------------------|
| 24-Jul-20 | Review revised objection to CQS motion for reconsideration. | Richardson Arnould, Ka | 0.40 | 260.00 |
| 27-Jul-20 | Correspond with E. Wilson (UMB) regarding objection to CQS motion for reconsideration and status of comments. | Damast, Craig A. | 0.20 | 198.00 |
| 29-Jul-20 | Correspond with internal working group regarding status of appellants' motion to expedite appeals of confirmation order. | Damast, Craig A. | 0.30 | 297.00 |
| 29-Jul-20 | Review status of objection to CQS motion for reconsideration of plan settlement and KDW comments to same. | Marinuzzi, Lorenzo | 0.30 | 427.50 |
| 29-Jul-20 | Review status of motion to expedite appeal. | Rappoport, Steve | 0.30 | 279.00 |
| 30-Jul-20 | Correspond with R. Ferraioli and E. Wilson (UMB) regarding comments to objection to CQS motion for reconsideration of plan settlement. | Damast, Craig A. | 0.20 | 198.00 |
| 30-Jul-20 | Review appellate brief. | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 30-Jul-20 | Review US Bank's opening appeal brief. | Rappoport, Steve | 0.40 | 372.00 |
| 31-Jul-20 | Correspond with B. Feder (UMB) regarding comments to objection to CQS motion for reconsideration of plan settlement. | Damast, Craig A. | 0.20 | 198.00 |
| 31-Jul-20 | Analyze comments to objection to CQS motion for reconsideration (.1); revise same (.2); correspond with internal working group regarding same (.1). | Ferraioli, Raff | 0.40 | 284.00 |
| 31-Jul-20 | Review Windstream motion to strike appellate brief (.4); review updated draft of objection to CQS motion for reconsideration of plan settlement (.5); review lease rental disclosure (.2). | Goren, Todd M. | 1.10 | 1,347.50 |
| 31-Jul-20 | Review appellate papers. | Marines, Jennifer L. | 1.40 | 1,680.00 |
| 31-Jul-20 | Review Debtors' motion to strike appellate brief. | Rappoport, Steve | 0.40 | 372.00 |
| Total: 017 | Plan and Disclosure Statement | | 78.70 | 82,702.50 |
| Reporting | | | | |
| 01-Jul-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| 08-Jul-20 | Update weekly fee tracker. | Richards, Erica J. | 0.20 | 199.00 |
| 15-Jul-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| 22-Jul-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| 29-Jul-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| Total: 020 | Reporting | | 0.60 | 597.00 |
| Discovery | | | | |
| 31-Jul-20 | Process download of District Court documents filed under seal. | Guido, Laura | 0.60 | 240.00 |
| Total: 023 | Discovery | | 0.60 | 240.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

| Date | Services | Timekeeper | Hours | Value |
|-----------------------------|---|------------------------|-------------|-----------------|
| Hearings | | | | |
| 20-Jul-20 | Correspond with K. Richardson regarding upcoming hearing; analyze agenda for same. | Ferraioli, Raff | 0.10 | 71.00 |
| 20-Jul-20 | Coordinate July 21 telephonic appearances for hearing. | Guido, Laura | 0.10 | 40.00 |
| 20-Jul-20 | Review agenda for July 21 hearing (.3); correspond with K. Richardson regarding open items and status (.1). | Marinuzzi, Lorenzo | 0.40 | 570.00 |
| 20-Jul-20 | Prepare for July 21 hearing (.4); correspond with R. Ferraioli and L. Marinuzzi regarding same (.2). | Richardson Arnould, Ka | 0.60 | 390.00 |
| Total: 024 | Hearings | | 1.20 | 1,071.00 |
| Claims Investigation | | | | |
| 02-Jul-20 | Participate on weekly claims investigation call. | Damast, Craig A. | 0.30 | 297.00 |
| 02-Jul-20 | Participate on weekly claims investigation call. | Ferraioli, Raff | 0.30 | 213.00 |
| 02-Jul-20 | Participate on weekly claims investigation call. | Goren, Todd M. | 0.30 | 367.50 |
| 02-Jul-20 | Participate on weekly claims investigation call. | Rappoport, Steve | 0.30 | 279.00 |
| 02-Jul-20 | Participate on weekly claims investigation call. | Richards, Erica J. | 0.30 | 298.50 |
| 02-Jul-20 | Participate on weekly claims investigation call. | Richardson Arnould, Ka | 0.30 | 195.00 |
| 16-Jul-20 | Participate on weekly claims investigation call. | Damast, Craig A. | 0.20 | 198.00 |
| 16-Jul-20 | Participate on weekly claims investigation call. | Ferraioli, Raff | 0.20 | 142.00 |
| 16-Jul-20 | Participate on weekly claims investigation call. | Goren, Todd M. | 0.20 | 245.00 |
| 16-Jul-20 | Participate on weekly claims investigation call. | Marines, Jennifer L. | 0.20 | 240.00 |
| 16-Jul-20 | Participate on weekly claims investigation call. | Rappoport, Steve | 0.20 | 186.00 |
| 16-Jul-20 | Participate on weekly claims investigation call. | Richards, Erica J. | 0.20 | 199.00 |
| 16-Jul-20 | Participate on weekly claims investigation call. | Richardson Arnould, Ka | 0.20 | 130.00 |
| Total: 026 | Claims Investigation | | 3.20 | 2,990.00 |
| Time Entry Review | | | | |
| 01-Jul-20 | Review May time entries for compliance with U.S. Trustee guidelines. | Richardson Arnould, Ka | 3.70 | 2,405.00 |
| 07-Jul-20 | Review May time entries for compliance with U.S. Trustee guidelines (.9); correspond with L. Marinuzzi regarding same (.3). | Richardson Arnould, Ka | 1.20 | 780.00 |
| 15-Jul-20 | Review and revise May time entries for compliance with U.S. Trustee guidelines. | Marinuzzi, Lorenzo | 2.10 | 2,992.50 |
| 24-Jul-20 | Analyze June invoice for compliance with U.S. Trustee guidelines. | Richardson Arnould, Ka | 2.20 | 1,430.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

| Date | Services | Timekeeper | Hours | Value |
|---------------------|---|------------------------|--------------|-------------------|
| 29-Jul-20 | Analyze June invoice for compliance with U.S. Trustee guidelines; analyze comments to same. | Ferraioli, Raff | 4.10 | 2,911.00 |
| 29-Jul-20 | Analyze June time entries for compliance with U.S. Trustee guidelines (2.9); correspond with R. Ferraioli regarding same (.2). | Richardson Arnould, Ka | 3.10 | 2,015.00 |
| 30-Jul-20 | Analyze June time entries for compliance with U.S. Trustee guidelines; analyze comments to same. | Ferraioli, Raff | 1.40 | 994.00 |
| 30-Jul-20 | Review revised June time entries for compliance with U.S. Trustee guidelines (.2); correspond with J. Bregman and R. Ferraioli regarding same (.1). | Richardson Arnould, Ka | 0.30 | 195.00 |
| 31-Jul-20 | Review and revise June time entries for compliance with U.S. Trustee guidelines. | Marinuzzi, Lorenzo | 1.60 | 2,280.00 |
| Total: 032 | Time Entry Review | | 19.70 | 16,002.50 |
| Current Fees | | | | 134,203.50 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

Timekeeper Summary

| No. | Timekeeper | Rate | Hours | Value |
|-------|-----------------------------|----------|---------------|-------------------|
| 14140 | Goren, Todd M. | 1,225.00 | 14.80 | 18,130.00 |
| 17456 | Marines, Jennifer L. | 1,200.00 | 3.20 | 3,840.00 |
| 14116 | Marinuzzi, Lorenzo | 1,425.00 | 36.30 | 51,727.50 |
| 22181 | Ferraioli, Raff | 710.00 | 31.20 | 22,152.00 |
| 21115 | Good, Thomas H. | 810.00 | 1.60 | 1,296.00 |
| 20387 | Melendez, Miranda B. | 710.00 | 0.20 | 142.00 |
| 21823 | Richardson Arnould, Ka | 650.00 | 20.60 | 13,390.00 |
| 19721 | Rappoport, Steve | 930.00 | 12.30 | 11,439.00 |
| 14078 | Richards, Erica J. | 995.00 | 10.30 | 10,248.50 |
| 17323 | Damast, Craig A. | 990.00 | 13.90 | 13,761.00 |
| 13849 | Guido, Laura | 400.00 | 9.90 | 3,960.00 |
| 99850 | Research Services* | 400.00 | 0.30 | 120.00 |
| | Client Accommodation - Time | | | (16,002.50) |
| | Entry Review | | | |
| | TOTAL | | 154.60 | 134,203.50 |

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

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

Task Code Summary

| Task Code | Description | Hours | Value |
|------------------|--|---------------|-------------------|
| 006 | Business Operations | 0.60 | 855.00 |
| 007 | Case Administration | 9.60 | 5,496.00 |
| 011 | Employment and Fee Applications | 14.00 | 13,832.50 |
| 014 | Other Litigation | 0.90 | 901.00 |
| 015 | Meetings and Communications with Creditors | 25.50 | 25,518.50 |
| 017 | Plan and Disclosure Statement | 78.70 | 82,702.50 |
| 020 | Reporting | 0.60 | 597.00 |
| 023 | Discovery | 0.60 | 240.00 |
| 024 | Hearings | 1.20 | 1,071.00 |
| 026 | Claims Investigation | 3.20 | 2,990.00 |
| 032 | Time Entry Review | 19.70 | 16,002.50 |
| | Client Accommodation - Time Entry Review | | (16,002.50) |
| | TOTAL | 154.60 | 134,203.50 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

Disbursement Detail

| Date | Description | Value |
|------------------------------|---|------------------------|
| 19-Feb-20 | Reporting fees, Veritext/New York Reporting Co, J. Chao transcript and exhibits | 3,274.15 |
| Current Disbursements | | <u>3,274.15</u> |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

Invoice Summary

| | <u>U.S.Dollars</u> |
|-------------------------|-------------------------------|
| Total Fees | 134,203.50 |
| Total Disbursements | 3,274.15 |
| Total Amount Due | <hr/> 137,477.65 <hr/> |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5936338
Invoice Date: August 21, 2020

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

| Date | Invoice Number | Currency | Original Invoice Amount | Payments Applied | Amount Outstanding |
|-----------|----------------|----------|-------------------------|------------------|--------------------|
| 30-Apr-20 | 5908172 | USD | 696,633.03 | 564,631.43 | 132,001.60 |
| 31-May-20 | 5916340 | USD | 798,334.20 | 640,266.10 | 158,068.10 |
| 20-Jul-20 | 5928156 | USD | 993,735.28 | 804,175.38 | 189,559.90 |
| 04-Aug-20 | 5932104 | USD | 1,264,332.98 | 0.00 | 1,264,332.98 |

MORRISON | FOERSTER

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LOS ANGELES

CALIFORNIA 90074-2335

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FACSIMILE: 415 268 7522

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MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,
LOS ANGELES, WASHINGTON, D.C.,
SAN DIEGO, PALO ALTO, BOSTON,
DENVER, NORTHERN VIRGINIATOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, Arkansas 72212
Attn: Robert E. Gunderman**Taxpayer ID #** [REDACTED]

Invoice Number: 5949605

Invoice Date: October 2, 2020

Client/Matter Number: 017254-0000001

Client Contact: Robert E. Gunderman

Matter Name: OFFICIAL COMMITTEE

RE: OFFICIAL COMMITTEE

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

| | <u>U.S.Dollars</u> |
|--|------------------------------|
| Current Fees | 85,831.00 |
| Client Accommodation - Time Entry Review | (2,205.00) |
| Current Fees Value | <hr/> 83,626.00 |
| Current Disbursements | <hr/> 279.30 |
| Total This Invoice | <hr/> 83,905.30 <hr/> |

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

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

Time Detail

| Date | Services | Timekeeper | Hours | Value |
|----------------------------|--|------------------------|--------------|-----------------|
| Business Operations | | | | |
| 17-Aug-20 | Correspond with Kirkland regarding first day reporting documents (.1); review same (.1). | Damast, Craig A. | 0.20 | 198.00 |
| 28-Aug-20 | Review payments under first days and business performance reporting (.4); review last Alix business update and projected revenue (.5). | Marinuzzi, Lorenzo | 0.90 | 1,282.50 |
| Total: 006 | Business Operations | | 1.10 | 1,480.50 |
| Case Administration | | | | |
| 03-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2); update S. Rappoport e-filing case notifications (.2). | Guido, Laura | 0.60 | 240.00 |
| 04-Aug-20 | Participate on weekly professionals call. | Damast, Craig A. | 0.10 | 99.00 |
| 04-Aug-20 | Participate on weekly professionals call. | Ferraioli, Raff | 0.10 | 71.00 |
| 04-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 04-Aug-20 | Participate on weekly professionals call. | Marines, Jennifer L. | 0.10 | 120.00 |
| 04-Aug-20 | Participate on weekly professionals call. | Rappoport, Steve | 0.10 | 93.00 |
| 04-Aug-20 | Participate on weekly professionals call. | Richards, Erica J. | 0.10 | 99.50 |
| 04-Aug-20 | Participate on weekly professionals call. | Richardson Arnould, Ka | 0.10 | 65.00 |
| 05-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 06-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2). | Guido, Laura | 0.40 | 160.00 |
| 07-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.30 | 120.00 |
| 10-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2). | Guido, Laura | 0.40 | 160.00 |
| 11-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 12-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|-------------|--|------------------------|--------------|--------------|
| 13-Aug-20 | Correspond with L. Guido regarding docket and calendar matters. | Damast, Craig A. | 0.20 | 198.00 |
| 13-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.2). | Guido, Laura | 0.40 | 160.00 |
| 14-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 17-Aug-20 | Correspond with L. Guido regarding docket and calendar matters. | Damast, Craig A. | 0.10 | 99.00 |
| 17-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.4). | Guido, Laura | 0.60 | 240.00 |
| 18-Aug-20 | Participate on weekly professionals' call. | Damast, Craig A. | 0.10 | 99.00 |
| 18-Aug-20 | Participate on weekly professionals' call. | Ferraioli, Raff | 0.10 | 71.00 |
| 18-Aug-20 | Participate on weekly professionals' call. | Goren, Todd M. | 0.10 | 122.50 |
| 18-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 18-Aug-20 | Participate on weekly professionals' call. | Rappoport, Steve | 0.10 | 93.00 |
| 18-Aug-20 | Participate on weekly professionals' call. | Richards, Erica J. | 0.10 | 99.50 |
| 18-Aug-20 | Participate on weekly professionals' call. | Richardson Arnould, Ka | 0.10 | 65.00 |
| 19-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 20-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.2). | Guido, Laura | 0.30 | 120.00 |
| 21-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 24-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 25-Aug-20 | Correspond with internal working group, Perella and Alix regarding case status and upcoming professionals' call (.4); correspond with L. Guido regarding docket and calendar matters (.2). | Damast, Craig A. | 0.60 | 594.00 |
| 25-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.1). | Guido, Laura | 0.20 | 80.00 |
| 26-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|---|---|--------------------|--------------|-----------------|
| 27-Aug-20 | Circulate notice of ECF filings and distribute of recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.2). | Guido, Laura | 0.30 | 120.00 |
| 28-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 31-Aug-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.2). | Guido, Laura | 0.30 | 120.00 |
| Total: 007 | Case Administration | | 7.70 | 4,228.50 |
| Claims Administration and Objections | | | | |
| 13-Aug-20 | Review responses to claim objections. | Marinuzzi, Lorenzo | 0.40 | 570.00 |
| Total: 008 | Claims Administration and Objections | | 0.40 | 570.00 |
| Employment and Fee Applications | | | | |
| 03-Aug-20 | Correspond with F. Munshi (Perella) regarding interim fee applications (.1); correspond with Alix team regarding monthly fee statement (.1). | Ferraioli, Raff | 0.20 | 142.00 |
| 04-Aug-20 | Conduct and analyze plan provisions regarding fee requirements (.6); correspond with Committee professionals regarding same (.1); correspond with Kirkland regarding same (.1); correspond with internal working group regarding interim fee applications (.3). | Ferraioli, Raff | 1.10 | 781.00 |
| 05-Aug-20 | Analyze status of monthly and interim fee applications (.3); correspond with internal working group regarding same (.1). | Ferraioli, Raff | 0.40 | 284.00 |
| 05-Aug-20 | Prepare MoFo's June fee statement (1.3); correspond with internal working group regarding interim fee application (.3). | Guido, Laura | 1.60 | 640.00 |
| 06-Aug-20 | Analyze and revise June monthly fee statement (.7); correspond with L. Marinuzzi regarding same (.2). | Ferraioli, Raff | 0.90 | 639.00 |
| 06-Aug-20 | Prepare MoFo's fourth interim fee application. | Guido, Laura | 4.30 | 1,720.00 |
| 07-Aug-20 | Correspond with internal working group regarding interim fee application (.2); conduct and analyze legal research regarding same (.4); review and finalize draft of interim fee application (5.5). | Ferraioli, Raff | 6.10 | 4,331.00 |
| 07-Aug-20 | Finalize, file and coordinate service of MoFo's June fee statement. | Guido, Laura | 0.30 | 120.00 |
| 10-Aug-20 | Correspond with Committee professionals regarding interim fee applications (.2); analyze draft of interim fee applications for Alix (.8), Perella (.7) and MoFo (1.1); revise MoFo fee application (.4). | Ferraioli, Raff | 3.20 | 2,272.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|---|---|------------------------|--------------|------------------|
| 10-Aug-20 | Compile exhibits for MoFo's interim fee application (.3); file and coordinate service of professionals' interim fee applications (.4). | Guido, Laura | 0.70 | 280.00 |
| 10-Aug-20 | Review and finalize interim fee application. | Marinuzzi, Lorenzo | 0.80 | 1,140.00 |
| 17-Aug-20 | Discuss status of interim fee applications with Alix. | Ferraioli, Raff | 0.10 | 71.00 |
| 24-Aug-20 | Prepare MoFo's July fee statement. | Guido, Laura | 0.70 | 280.00 |
| 25-Aug-20 | Finalize monthly fee statement. | Ferraioli, Raff | 0.60 | 426.00 |
| 28-Aug-20 | Analyze Alix monthly fee statement; correspond with internal working group regarding filing of Committee monthly fee statements. | Ferraioli, Raff | 0.30 | 213.00 |
| 28-Aug-20 | File and coordinate service of MoFo and Alix monthly fee statements. | Guido, Laura | 0.40 | 160.00 |
| Total: 011 | Employment and Fee Applications | | 21.70 | 13,499.00 |
| Other Litigation | | | | |
| 04-Aug-20 | Review Elliott motion to intervene. | Rappoport, Steve | 0.20 | 186.00 |
| 17-Aug-20 | Correspond with S. Rappoport regarding T. Ross letter to Charter regarding another violation of preliminary injunction order (.1); review same (.1). | Damast, Craig A. | 0.20 | 198.00 |
| Total: 014 | Other Litigation | | 0.40 | 384.00 |
| Meetings and Communications with Creditors | | | | |
| 04-Aug-20 | Correspond with internal working group regarding agenda for upcoming Committee call. | Damast, Craig A. | 0.20 | 198.00 |
| 04-Aug-20 | Draft agenda for upcoming Committee call (.4); correspond with J. Wooding (Alix), F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.2); review trading update for Committee from Perella (.1); review and revise financial presentation for Committee from Alix (.3); draft Committee update regarding status of confirmation appeals and upcoming Committee call (.5); correspond with internal working group regarding same (.1). | Richardson Arnould, Ka | 1.60 | 1,040.00 |
| 05-Aug-20 | Prepare for (.2) and participate on (.2) weekly Committee call. | Damast, Craig A. | 0.40 | 396.00 |
| 05-Aug-20 | Prepare for (.1) and participate on (.2) weekly Committee call. | Ferraioli, Raff | 0.30 | 213.00 |
| 05-Aug-20 | Prepare for (.2) and participate on (.2) weekly Committee call. | Goren, Todd M. | 0.40 | 490.00 |
| 05-Aug-20 | Participate on weekly Committee call. | Greer, Jocelyn Edith | 0.20 | 162.00 |
| 05-Aug-20 | Prepare for (.2) and participate on (.2) weekly Committee call. | Marinuzzi, Lorenzo | 0.40 | 570.00 |
| 05-Aug-20 | Participate on weekly Committee call. | Rappoport, Steve | 0.20 | 186.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|-------------|--|------------------------|--------------|--------------|
| 05-Aug-20 | Participate on weekly Committee call. | Richards, Erica J. | 0.20 | 199.00 |
| 05-Aug-20 | Prepare for (.2) and participate on (.2) weekly Committee call. | Richardson Arnould, Ka | 0.40 | 260.00 |
| 11-Aug-20 | Correspond with internal working group, Perella and Alix regarding updates for Committee in lieu of Committee call (.4); review same (.2); correspond with K. Richardson regarding update to Committee (.2); correspond with internal working group regarding same (.1). | Damast, Craig A. | 0.90 | 891.00 |
| 11-Aug-20 | Analyze update for Committee (.3); correspond with internal working group regarding upcoming Committee call (.1). | Ferraioli, Raff | 0.40 | 284.00 |
| 11-Aug-20 | Correspond with internal working group regarding upcoming Committee call and update to Committee. | Ferraioli, Raff | 0.20 | 142.00 |
| 11-Aug-20 | Review and revise update to Committee. | Goren, Todd M. | 0.30 | 367.50 |
| 11-Aug-20 | Correspond with Perella and Alix regarding Committee updates and next Committee call (.4); correspond with J. Grudus (AT&T) regarding same (.3). | Marinuzzi, Lorenzo | 0.70 | 997.50 |
| 11-Aug-20 | Review correspondence from L. Marinuzzi, Perella and Alix regarding upcoming Committee call (.2); correspond with Perella and Alix regarding materials for Committee (.2); review exit financing update from Perella (.4); review and revise liquidity update from Alix (.5); draft Committee update (.5); revise same per comments from T. Goren and circulate to Committee (.3). | Richardson Arnould, Ka | 2.10 | 1,365.00 |
| 13-Aug-20 | Correspond with S. Greenberg regarding status of claims reconciliation (.3); review plan regarding claims allowance provisions (.4); correspond with CJ. Teasly (VeloCloud) regarding status (.2). | Marinuzzi, Lorenzo | 0.90 | 1,282.50 |
| 13-Aug-20 | Call with unsecured bondholder regarding case outcome and status. | Richards, Erica J. | 0.20 | 199.00 |
| 13-Aug-20 | Correspond with L. Marinuzzi regarding upcoming Committee call. | Richardson Arnould, Ka | 0.20 | 130.00 |
| 14-Aug-20 | Correspond with C. Wick (Crown Castle) regarding status of effective date. | Richardson Arnould, Ka | 0.20 | 130.00 |
| 17-Aug-20 | Correspond with Committee regarding upcoming omnibus hearing. | Richardson Arnould, Ka | 0.30 | 195.00 |
| 18-Aug-20 | Review agenda for upcoming Committee call (.1); correspond with internal working group regarding same (.2). | Damast, Craig A. | 0.30 | 297.00 |
| 18-Aug-20 | Review update for Committee; correspond with internal working group regarding same. | Ferraioli, Raff | 0.40 | 284.00 |
| 18-Aug-20 | Review and revise draft of Committee update. | Richards, Erica J. | 0.30 | 298.50 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|-------------------|--|------------------------|--------------|------------------|
| 18-Aug-20 | Correspond with Committee member regarding timing of effective date (.2); draft update for Committee regarding outcome of omnibus hearing and upcoming Committee call (.8); analyze recent pleadings and draft agenda for upcoming call (.3); revise Committee update regarding hearing following professionals' call (.2); revise per further update from Kirkland and comments from L. Marinuzzi (.2); correspond with Committee regarding same (.1); correspond with S. Eghlimi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.2); review and revise Alix presentation for Committee (.6); review trading update for Committee from Perella (.1); correspond with internal working group regarding Committee update and materials for upcoming call (.2). | Richardson Arnould, Ka | 2.90 | 1,885.00 |
| 19-Aug-20 | Participate on weekly Committee call. | Damast, Craig A. | 0.30 | 297.00 |
| 19-Aug-20 | Participate on weekly Committee call. | Ferraioli, Raff | 0.30 | 213.00 |
| 19-Aug-20 | Participate on weekly Committee call. | Rappoport, Steve | 0.30 | 279.00 |
| 19-Aug-20 | Participate on weekly Committee call. | Richardson Arnould, Ka | 0.30 | 195.00 |
| 25-Aug-20 | Correspond with K. Richardson regarding written update for Committee (.4); review same (.1); review Alix liquidity update (.1) and revised correspondence to Committee (.1). | Damast, Craig A. | 0.70 | 693.00 |
| 25-Aug-20 | Correspond with Committee regarding status of Committee call; review correspondence to Committee regarding same. | Goren, Todd M. | 0.30 | 367.50 |
| 25-Aug-20 | Review Committee updates with Alix (.4); correspond with J. Grudus (AT&T) regarding status of Committee call (.2). | Marinuzzi, Lorenzo | 0.60 | 855.00 |
| 25-Aug-20 | Draft update to Committee regarding cancellation of upcoming Committee call (.2); correspond with internal working group regarding same (.1); correspond with Alix regarding weekly liquidity update (.2); review and revise same (.4); revise Committee update accordingly (.2). | Richardson Arnould, Ka | 1.10 | 715.00 |
| Total: 015 | Meetings and Communications with Creditors | | 18.50 | 16,076.50 |

Plan and Disclosure Statement

| | | | | |
|-----------|--|------------------|------|--------|
| 03-Aug-20 | Correspond with internal working group regarding District Court's decision on motion to expedite appeal. | Damast, Craig A. | 0.20 | 198.00 |
| 03-Aug-20 | Review District Court's decision regarding motion to expedite and US Bank response to motion to strike. | Rappoport, Steve | 0.60 | 558.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|-------------|--|------------------------|--------------|--------------|
| 04-Aug-20 | Correspond with internal working group regarding schedule for appeal of confirmation order. | Damast, Craig A. | 0.20 | 198.00 |
| 04-Aug-20 | Review District Court's decision regarding motion to expedite and US Bank appeals of plan confirmation order. | Richardson Arnould, Ka | 0.30 | 195.00 |
| 05-Aug-20 | Correspond with internal working group, Kirkland and Paul Weiss regarding objection to CQS motion for reconsideration of plan settlement and joinders (.3); review Elliott motion to intervene in appeals of confirmation order (.3). | Damast, Craig A. | 0.60 | 594.00 |
| 05-Aug-20 | Review status of appeal schedule and latest on effective date conditions (.9); correspond with counsel for Debtors/PSA parties regarding supporting Committee objection to reconsideration motion (.4). | Marinuzzi, Lorenzo | 1.30 | 1,852.50 |
| 06-Aug-20 | Review notice of transmittal of record on appeal of confirmation order. | Damast, Craig A. | 0.20 | 198.00 |
| 07-Aug-20 | Correspond with S. Rappoport regarding Elliott stipulation to intervene in appeal of confirmation order. | Damast, Craig A. | 0.20 | 198.00 |
| 10-Aug-20 | Review District Court's memorandum endorsement regarding dismissal of appeal (.1); correspond with R. Ferraioli regarding same (.2); correspond with Ropes & Gray and Kirkland regarding objection to plan settlement and joinders (.3); review draft of Debtors' objection to plan settlement (.3). | Damast, Craig A. | 0.90 | 891.00 |
| 10-Aug-20 | Review status of appeal recently dismissed for failure to prosecute; correspond with C. Damast regarding same. | Ferraioli, Raff | 0.30 | 213.00 |
| 10-Aug-20 | Review Debtors' objection to CQS reconsideration motion. | Goren, Todd M. | 0.40 | 490.00 |
| 10-Aug-20 | Review draft of Debtors' objection to CQS reconsideration motion. | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 10-Aug-20 | Review ECF notice filed by Judge Seibel. | Rappoport, Steve | 0.30 | 279.00 |
| 10-Aug-20 | Analyze draft of Debtors' objection to CQS reconsideration motion. | Richards, Erica J. | 0.20 | 199.00 |
| 11-Aug-20 | Review and revise current draft of Committee's objection to motion for reconsideration of order approving plan settlement (.9); correspond with R. Ferraioli regarding same and comments (.4); review UMB objection to CQS motion for reconsideration (.3); review Debtors' objection to CQS motion for reconsideration (.4); review Elliott statement in support of objections of Debtors and Committee to CQS motion for reconsideration (.1). | Damast, Craig A. | 2.10 | 2,079.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|-------------|--|--------------------|--------------|--------------|
| 11-Aug-20 | Finalize objection to CQS motion for reconsideration (1.3); correspond with internal working group regarding same (.1). | Ferraioli, Raff | 1.40 | 994.00 |
| 11-Aug-20 | Review pleadings filed regarding CQS motion for reconsideration of settlement. | Goren, Todd M. | 0.60 | 735.00 |
| 11-Aug-20 | File and coordinate service of objection to CQS motion for reconsideration of stipulation of settlement (.3); submit courtesy copies of same to Chambers (.1). | Guido, Laura | 0.40 | 160.00 |
| 11-Aug-20 | Review Debtor objection to CQS motion for reconsideration (.4); review Elliott statement in support of settlement (.3); finalize Committee objection to CQS motion (.7). | Marinuzzi, Lorenzo | 1.40 | 1,995.00 |
| 11-Aug-20 | Review Committee objection to CQS motion for reconsideration. | Rappoport, Steve | 0.70 | 651.00 |
| 11-Aug-20 | Review Committee objection to CQS motion for reconsideration. | Richards, Erica J. | 0.20 | 199.00 |
| 12-Aug-20 | Review Committee objection to CQS motion for reconsideration. | Rappoport, Steve | 0.60 | 558.00 |
| 13-Aug-20 | Correspond with internal working group regarding objection to CQS motion for reconsideration of order approving plan settlement. | Damast, Craig A. | 0.40 | 396.00 |
| 13-Aug-20 | Review stipulation of settlement regarding plan and motion for reconsideration (.7); review for hearing and analysis of case law (.6). | Marinuzzi, Lorenzo | 1.30 | 1,852.50 |
| 14-Aug-20 | Call with J. Gleit (Sullivan) regarding status of CQS motion and possible resolution (.4); review CQS reply regarding stipulation of settlement reconsideration (.5). | Marinuzzi, Lorenzo | 0.90 | 1,282.50 |
| 16-Aug-20 | Review cases cited in CQS stipulation of settlement reconsideration motion and objections/reply. | Marinuzzi, Lorenzo | 2.20 | 3,135.00 |
| 17-Aug-20 | Analyze CQS reply in support of motion for reconsideration. | Richards, Erica J. | 0.20 | 199.00 |
| 18-Aug-20 | Correspond with internal working group regarding preparation of order denying motion (.2); review and revise draft of same (.8); correspond with R. Ferraioli regarding same and comments (.3); correspond with Kelley Drye regarding same and additional comments (.4). | Damast, Craig A. | 1.70 | 1,683.00 |
| 18-Aug-20 | Correspond with internal working group regarding proposed order deny CQS' motion for reconsideration (.2); draft same (.9); correspond with Kelley Drye regarding same (.2). | Ferraioli, Raff | 1.30 | 923.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|-------------------|--|------------------------|--------------|------------------|
| 18-Aug-20 | Call with B. Weiland (Kirkland) and E. Wilson (Kelley Drye) regarding order denying CQS motion (.4); review timeline for appeal and anticipated effective date (.4). | Marinuzzi, Lorenzo | 0.80 | 1,140.00 |
| 18-Aug-20 | Review and revise proposed order regarding stipulation of settlement (.4); call with E. Wilson (Kelley Drye) regarding same (.2). | Marinuzzi, Lorenzo | 0.60 | 855.00 |
| 21-Aug-20 | Review signed order denying motion for reconsideration of order approving stipulation of plan settlement. | Damast, Craig A. | 0.10 | 99.00 |
| 24-Aug-20 | Review status of effective date for Committee update. | Marinuzzi, Lorenzo | 0.30 | 427.50 |
| 27-Aug-20 | Review motion to establish plan distribution procedures. | Marinuzzi, Lorenzo | 0.60 | 855.00 |
| 28-Aug-20 | Review Debtors' motion to establish procedures in furtherance of plan distributions. | Damast, Craig A. | 0.30 | 297.00 |
| 28-Aug-20 | Analyze motion regarding plan distribution mechanics. | Ferraioli, Raff | 0.40 | 284.00 |
| 31-Aug-20 | Correspond with internal working group regarding Debtors' motion to establish procedures in furtherance of plan distributions (.2); review notice of filing of amended plan supplement (.2). | Damast, Craig A. | 0.40 | 396.00 |
| Total: 017 | Plan and Disclosure Statement | | 25.70 | 28,826.50 |
| Reporting | | | | |
| 12-Aug-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| 19-Aug-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| Total: 020 | Reporting | | 0.20 | 199.00 |
| Hearings | | | | |
| 13-Aug-20 | Prepare materials for August 18 hearing regarding CQS motion for reconsideration. | Guido, Laura | 3.60 | 1,440.00 |
| 13-Aug-20 | Prepare for August 18 hearing. | Richardson Arnould, Ka | 0.20 | 130.00 |
| 14-Aug-20 | Prepare materials for August 18 omnibus hearing. | Guido, Laura | 0.40 | 160.00 |
| 14-Aug-20 | Prepare for August 18 hearing. | Richardson Arnould, Ka | 0.40 | 260.00 |
| 17-Aug-20 | Correspond with internal working group regarding upcoming omnibus hearing and materials/preparation therefor (.3); review correspondence with Committee members regarding same (.1); review agenda for omnibus hearing (.1). | Damast, Craig A. | 0.50 | 495.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

| Date | Services | Timekeeper | Hours | Value |
|--------------------------|--|------------------------|---------------------|------------------|
| 17-Aug-20 | Review settlement, motion and objection papers to prepare for upcoming omnibus hearing (2.5); prepare narrative review timeline (.7); call with B. Weiland (Kirkland) regarding hearing (.3); call with E. Wilson (Kelley Drye) and UMB regarding hearing status (.4). | Marinuzzi, Lorenzo | 3.90 | 5,557.50 |
| 17-Aug-20 | Prepare for upcoming omnibus hearing (.4); correspond with internal working group regarding same (.2). | Richardson Arnould, Ka | 0.60 | 390.00 |
| 18-Aug-20 | Attend omnibus hearing (1.1); review and comment on summary of omnibus hearing (.3); correspond with internal working group regarding same and comments (.3); review correspondence to Committee regarding omnibus hearing (.2). | Damast, Craig A. | 1.90 | 1,881.00 |
| 18-Aug-20 | Attend omnibus hearing. | Ferraioli, Raff | 1.10 | 781.00 |
| 18-Aug-20 | Attend omnibus hearing. | Goren, Todd M. | 1.10 | 1,347.50 |
| 18-Aug-20 | Attend omnibus hearing (partial). | Greer, Jocelyn Edith | 0.80 | 648.00 |
| 18-Aug-20 | Prepare for (.8) and attend (1.1) omnibus hearing. | Marinuzzi, Lorenzo | 1.90 | 2,707.50 |
| 18-Aug-20 | Attend omnibus hearing. | Richards, Erica J. | 1.10 | 1,094.50 |
| 18-Aug-20 | Prepare for (.8) and attend (1.1) omnibus hearing. | Richardson Arnould, Ka | 1.90 | 1,235.00 |
| 19-Aug-20 | Correspond with internal working group regarding August 18 hearing transcript. | Guido, Laura | 0.10 | 40.00 |
| 19-Aug-20 | Correspond with F. Petrie (Kirkland) and internal working group regarding transcript of August 18 hearing. | Richardson Arnould, Ka | 0.30 | 195.00 |
| Total: 024 | Hearings | | 19.80 | 18,362.00 |
| Time Entry Review | | | | |
| 04-Aug-20 | Review comments to July time entries for compliance with U.S. Trustee guidelines. | Ferraioli, Raff | 0.30 | 213.00 |
| 17-Aug-20 | Analyze July time entries for compliance with U.S. Trustee guidelines. | Ferraioli, Raff | 1.20 | 852.00 |
| 21-Aug-20 | Review July time entries for compliance with U.S. Trustee guidelines. | Marinuzzi, Lorenzo | 0.80 | 1,140.00 |
| Total: 032 | Time Entry Review | | 2.30 | 2,205.00 |
| | | | Current Fees | 83,626.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

Timekeeper Summary

| No. | Timekeeper | Rate | Hours | Value |
|-------|-----------------------------|----------|--------------|------------------|
| 14140 | Goren, Todd M. | 1,225.00 | 3.20 | 3,920.00 |
| 17456 | Marines, Jennifer L. | 1,200.00 | 0.10 | 120.00 |
| 14116 | Marinuzzi, Lorenzo | 1,425.00 | 21.80 | 31,065.00 |
| 22181 | Ferraioli, Raff | 710.00 | 20.70 | 14,697.00 |
| 23534 | Greer, Jocelyn Edith | 810.00 | 1.00 | 810.00 |
| 21823 | Richardson Arnould, Ka | 650.00 | 13.00 | 8,450.00 |
| 19721 | Rappoport, Steve | 930.00 | 3.10 | 2,883.00 |
| 14078 | Richards, Erica J. | 995.00 | 2.80 | 2,786.00 |
| 17323 | Damast, Craig A. | 990.00 | 14.00 | 13,860.00 |
| 13849 | Guido, Laura | 400.00 | 18.10 | 7,240.00 |
| | Client Accommodation - Time | | | (2,205.00) |
| | Entry Review | | | |
| | TOTAL | | 97.80 | 83,626.00 |

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

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

Task Code Summary

| Task Code | Description | Hours | Value |
|------------------|--|--------------|------------------|
| 006 | Business Operations | 1.10 | 1,480.50 |
| 007 | Case Administration | 7.70 | 4,228.50 |
| 008 | Claims Administration and Objections | 0.40 | 570.00 |
| 011 | Employment and Fee Applications | 21.70 | 13,499.00 |
| 014 | Other Litigation | 0.40 | 384.00 |
| 015 | Meetings and Communications with Creditors | 18.50 | 16,076.50 |
| 017 | Plan and Disclosure Statement | 25.70 | 28,826.50 |
| 020 | Reporting | 0.20 | 199.00 |
| 024 | Hearings | 19.80 | 18,362.00 |
| 032 | Time Entry Review | 2.30 | 2,205.00 |
| | Client Accommodation - Time Entry Review | | (2,205.00) |
| | TOTAL | 97.80 | 83,626.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

Disbursement Detail

| Date | Description | Value |
|------------------------------|---|---------------|
| 31-Aug-20 | On-line Research - LEXIS | 69.30 |
| 18-Aug-20 | Court filing service, CourtSolutions, T. Goren, 8/18/2020, hearing | 70.00 |
| 18-Aug-20 | Court filing service, CourtSolutions, L. Marinuzzi, 8/18/2020, hearing | 70.00 |
| 18-Aug-20 | Court filing service, CourtSolutions, K. Richardson, 8/18/2020, hearing | 70.00 |
| Current Disbursements | | 279.30 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

Invoice Summary

| | <u>U.S.Dollars</u> |
|-------------------------|--------------------|
| Total Fees | 83,626.00 |
| Total Disbursements | 279.30 |
| Total Amount Due | 83,905.30 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5949605
Invoice Date: October 2, 2020

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

| Date | Invoice Number | Currency | Original Invoice Amount | Payments Applied | Amount Outstanding |
|-----------|----------------|----------|-------------------------|------------------|--------------------|
| 30-Apr-20 | 5908172 | USD | 696,633.03 | 564,631.43 | 132,001.60 |
| 31-May-20 | 5916340 | USD | 798,334.20 | 640,266.10 | 158,068.10 |
| 20-Jul-20 | 5928156 | USD | 993,735.28 | 804,175.38 | 189,559.90 |
| 04-Aug-20 | 5932104 | USD | 1,264,332.98 | 1,020,422.48 | 243,910.50 |

MORRISON | FOERSTER

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LOS ANGELES

CALIFORNIA 90074-2335

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FACSIMILE: 415 268 7522

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MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,

LOS ANGELES, WASHINGTON, D.C.,

SAN DIEGO, PALO ALTO, BOSTON,

DENVER, NORTHERN VIRGINIA

TOKYO, BEIJING, SHANGHAI,

HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

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

Taxpayer ID # [REDACTED]

Invoice Number: 5953331

Invoice Date: October 19, 2020

Client/Matter Number: 017254-0000001

Client Contact: Robert E. Gunderman

Matter Name: OFFICIAL COMMITTEE

RE: OFFICIAL COMMITTEE

For Professional Services Rendered and Disbursements Incurred through September 21, 2020

| | <u>U.S.Dollars</u> |
|---------------------------|--------------------|
| Current Fees | 53,790.50 |
| Current Disbursements | 305.60 |
| Total This Invoice | 54,096.10 |

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

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
Invoice Date: October 19, 2020

Time Detail

| Date | Services | Timekeeper | Hours | Value |
|----------------------------|--|------------------------|--------------|---------------|
| Budgeting (Case) | | | | |
| 01-Sep-20 | Prepare budget and staffing plan for fifth interim period (.4); correspond with Committee co-chairs regarding same (.2). | Ferraioli, Raff | 0.60 | 426.00 |
| Total: 005 | Budgeting (Case) | | 0.60 | 426.00 |
| Case Administration | | | | |
| 14-Jul-20 | Participate on weekly professionals' call. | Richardson Arnould, Ka | 0.20 | 130.00 |
| 01-Sep-20 | Correspond with internal working group, Perella and Alix regarding matter status and upcoming scheduled professionals' call. | Damast, Craig A. | 0.30 | 297.00 |
| 01-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 02-Sep-20 | Correspond with L. Guido regarding calendaring matters. | Damast, Craig A. | 0.10 | 99.00 |
| 02-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.20 | 80.00 |
| 03-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 04-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 07-Sep-20 | Correspond with internal working group, Perella and Alix regarding status and upcoming professionals' call. | Damast, Craig A. | 0.40 | 396.00 |
| 08-Sep-20 | Correspond with internal working group regarding matter status. | Damast, Craig A. | 0.20 | 198.00 |
| 08-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.30 | 120.00 |
| 09-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.20 | 80.00 |
| 10-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |
| 11-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 14-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.40 | 160.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
Invoice Date: October 19, 2020

| Date | Services | Timekeeper | Hours | Value |
|---|--|------------------------|--------------|-----------------|
| 15-Sep-20 | Participate on weekly professionals' call. | Damast, Craig A. | 0.20 | 198.00 |
| 15-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 15-Sep-20 | Participate on weekly professionals' call. | Rappoport, Steve | 0.20 | 186.00 |
| 15-Sep-20 | Participate on weekly professionals' call. | Richards, Erica J. | 0.20 | 199.00 |
| 15-Sep-20 | Participate on weekly professionals' call. | Richardson Arnould, Ka | 0.20 | 130.00 |
| 16-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 17-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group; update case calendar and provide updates to same. | Guido, Laura | 0.20 | 80.00 |
| 18-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 21-Sep-20 | Circulate notice of ECF filings and distribute recently filed pleadings to internal working group. | Guido, Laura | 0.10 | 40.00 |
| 21-Sep-20 | Review correspondence regarding closing call; correspond with internal working group regarding same. | Richardson Arnould, Ka | 0.30 | 195.00 |
| Total: 007 | Case Administration | | 5.00 | 3,108.00 |
| Claims Administration and Objections | | | | |
| 08-Sep-20 | Review Irth Solutions notice of appeal of order granting seventh omnibus claims objection. | Damast, Craig A. | 0.10 | 99.00 |
| Total: 008 | Claims Administration and Objections | | 0.10 | 99.00 |
| Employment and Fee Applications | | | | |
| 14-Sep-20 | Prepare final fee summary for company; correspond with company regarding same. | Ferraioli, Raff | 0.40 | 284.00 |
| 14-Sep-20 | Correspond with A. Gasbarra (Alvarez) regarding final fee requests. | Richards, Erica J. | 0.10 | 99.50 |
| 15-Sep-20 | Correspond with Committee professionals regarding fee escrow; analyze fee escrow amounts. | Ferraioli, Raff | 0.40 | 284.00 |
| 15-Sep-20 | Review draft of final fee summary. | Richards, Erica J. | 0.10 | 99.50 |
| Total: 011 | Employment and Fee Applications | | 1.00 | 767.00 |

Meetings and Communications with Creditors

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
Invoice Date: October 19, 2020

| Date | Services | Timekeeper | Hours | Value |
|-----------|---|------------------------|-------|----------|
| 14-Jul-20 | Review recent pleadings and draft agenda for upcoming Committee call (.2); correspond with J. Wooding (Alix), F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.2); review trading update for Committee from Perella (.1); review and revise financial presentation for Committee from Alix (.3); draft Committee update in advance of upcoming call (.2); correspond with S. Eghlimi and F. Munshi regarding Perella materials in connection with regulatory approval update and open issues (2.2); correspond with T. Goren and L. Marinuzzi regarding same (.2). | Richardson Arnould, Ka | 3.40 | 2,210.00 |
| 01-Sep-20 | Correspond with internal working group and Committee members regarding update in lieu of upcoming Committee call; review same. | Damast, Craig A. | 0.30 | 297.00 |
| 01-Sep-20 | Correspond with Committee advisors regarding updates for Committee (.3); correspond with J. Grudus (AT&T) regarding status and cancellation of upcoming Committee call (.3). | Marinuzzi, Lorenzo | 0.60 | 855.00 |
| 01-Sep-20 | Correspond with internal working group regarding cancellation of upcoming Committee call (.2); correspond with Alix regarding weekly financial update (.1); review and revise presentation regarding same (.6); draft update to Committee regarding same (.3); correspond with internal working group regarding same (.1). | Richardson Arnould, Ka | 1.30 | 845.00 |
| 07-Sep-20 | Correspond with Committee regarding case status and upcoming call. | Goren, Todd M. | 0.30 | 367.50 |
| 08-Sep-20 | Correspond with internal working group regarding status update in lieu of call; review correspondence to Committee regarding same. | Damast, Craig A. | 0.20 | 198.00 |
| 08-Sep-20 | Correspond with Committee regarding status update. | Ferraioli, Raff | 0.40 | 284.00 |
| 08-Sep-20 | Correspond with internal working group and Committee regarding Committee call. | Goren, Todd M. | 0.30 | 367.50 |
| 08-Sep-20 | Review updates for Committee call (.3); correspond with T. Goren and Alix regarding need for Committee call (.3); correspond with J. Grudus (AT&T) regarding same (.2); review and revise correspondence to Committee regarding status update (.3). | Marinuzzi, Lorenzo | 1.10 | 1,567.50 |
| 08-Sep-20 | Correspond with unsecured noteholder regarding status of appeal. | Richards, Erica J. | 0.10 | 99.50 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
Invoice Date: October 19, 2020

| Date | Services | Timekeeper | Hours | Value |
|--------------------------------------|---|------------------------|--------------|------------------|
| 08-Sep-20 | Correspond with R. Ferraioli regarding update to Committee (.2); correspond with Alix regarding weekly liquidity update (.1); review and revise same (.3). | Richardson Arnould, Ka | 0.60 | 390.00 |
| 15-Sep-20 | Correspond with internal working group and Committee members regarding upcoming hearing and rescheduling Committee call (.4); correspond with internal working group regarding update for Committee (.2); correspond with K. Richardson regarding same and comments (.3). | Damast, Craig A. | 0.90 | 891.00 |
| 15-Sep-20 | Analyze update for Committee regarding case status and Committee call; analyze materials for same. | Ferraioli, Raff | 0.40 | 284.00 |
| 15-Sep-20 | Review and revise agenda and materials for upcoming Committee call. | Goren, Todd M. | 0.20 | 245.00 |
| 15-Sep-20 | Draft agenda for upcoming Committee call; correspond with internal working group regarding same; review and revise liquidity update for Committee from Alix; draft update to Committee regarding upcoming hearing. | Richardson Arnould, Ka | 0.40 | 260.00 |
| 16-Sep-20 | Participate on weekly Committee call. | Damast, Craig A. | 0.20 | 198.00 |
| 16-Sep-20 | Participate on weekly Committee call. | Ferraioli, Raff | 0.20 | 142.00 |
| 16-Sep-20 | Prepare for and participate on weekly Committee call. | Goren, Todd M. | 0.40 | 490.00 |
| 16-Sep-20 | Prepare for and participate on weekly Committee call. | Marinuzzi, Lorenzo | 0.40 | 570.00 |
| 16-Sep-20 | Participate on weekly Committee call. | Richards, Erica J. | 0.20 | 199.00 |
| 16-Sep-20 | Participate on weekly Committee call. | Richardson Arnould, Ka | 0.20 | 130.00 |
| 19-Sep-20 | Correspond with Committee regarding status of effective date; correspond with L. Marinuzzi regarding same. | Ferraioli, Raff | 0.30 | 213.00 |
| 21-Sep-20 | Correspond with Committee regarding update on status of effective date. | Ferraioli, Raff | 0.20 | 142.00 |
| 21-Sep-20 | Review update to Committee regarding closing call. | Richardson Arnould, Ka | 0.40 | 260.00 |
| Total: 015 | Meetings and Communications with Creditors | | 13.00 | 11,505.00 |
| Plan and Disclosure Statement | | | | |
| 01-Sep-20 | Review US Bank's response to Debtors' motion to establish procedures in furtherance of plan distributions and request for stay pending appeals. | Damast, Craig A. | 0.50 | 495.00 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
Invoice Date: October 19, 2020

| Date | Services | Timekeeper | Hours | Value |
|-------------|--|--------------------|--------------|--------------|
| 01-Sep-20 | Review motion to stay plan effective date (.3); correspond with B. Weiland (Kirkland) regarding same (.2); review status of appeal of confirmation order and objection regarding distributions (.4); review status of regulatory approvals (.3). | Marinuzzi, Lorenzo | 1.20 | 1,710.00 |
| 02-Sep-20 | Review Debtors' appeal brief. | Marinuzzi, Lorenzo | 0.90 | 1,282.50 |
| 02-Sep-20 | Review Debtors' appeal brief. | Rappoport, Steve | 0.60 | 558.00 |
| 03-Sep-20 | Review Debtors' appeal brief. | Damast, Craig A. | 0.90 | 891.00 |
| 03-Sep-20 | Continue reviewing Debtors' appeal brief. | Marinuzzi, Lorenzo | 1.30 | 1,852.50 |
| 07-Sep-20 | Review US Bank's motion for determination of post-effective date jurisdiction. | Damast, Craig A. | 0.60 | 594.00 |
| 08-Sep-20 | Review CQS notice of joinder to US Bank's motion for determination of post-effective date jurisdiction or in alternative, stay pending appeal; review notice of hearing regarding Debtors' motion to establish procedures in furtherance of plan distributions. | Damast, Craig A. | 0.20 | 198.00 |
| 08-Sep-20 | Review US Bank's motion for stay. | Goren, Todd M. | 0.40 | 490.00 |
| 08-Sep-20 | Review US Bank's motion for stay effectiveness of plan (.6); review correspondence to Committee (.2). | Rappoport, Steve | 0.80 | 744.00 |
| 08-Sep-20 | Analyze US Bank's appellate filings. | Richards, Erica J. | 0.40 | 398.00 |
| 10-Sep-20 | Review US Bank's appeal reply brief (.6); review trial exhibits (.7); review authority for stay of effective date (.4). | Marinuzzi, Lorenzo | 1.70 | 2,422.50 |
| 10-Sep-20 | Review US Bank's appeal reply brief. | Rappoport, Steve | 0.80 | 744.00 |
| 11-Sep-20 | Review US Bank's appeal reply brief (.4); review CQS joinder to same (.3); review Debtors' reply in support of motion to establish procedures in furtherance of plan distributions (.4). | Damast, Craig A. | 1.10 | 1,089.00 |
| 11-Sep-20 | Review US Bank's appeal reply brief. | Goren, Todd M. | 0.90 | 1,102.50 |
| 11-Sep-20 | Correspond with B. Weiland (Kirkland) regarding anticipated effective date. | Marinuzzi, Lorenzo | 0.30 | 427.50 |
| 12-Sep-20 | Review Debtor opposition to US Bank's motion to stay plan effective date (.8); review Elliott's joinder to Debtors' opposition (.4). | Marinuzzi, Lorenzo | 1.20 | 1,710.00 |
| 14-Sep-20 | Review Debtors' opposition to appellants' motion to partially expedite appeal of settlement and confirmation orders or for stay pending appeal (.4); review Elliott's opposition to same (.2); review 1L ad hoc group's joinder to reply in support of Debtors' motion to establish procedures in furtherance of plan distributions and objection to request for stay (.1); review Elliott's joinder to same (.1). | Damast, Craig A. | 0.80 | 792.00 |

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Matter Number: 017254-0000001
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Invoice Number: 5953331
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| Date | Services | Timekeeper | Hours | Value |
|-------------|--|--------------------|--------------|--------------|
| 14-Sep-20 | Review confirmation/settlement appeal briefing (.8); review pleadings regarding motion to make plan distributions (.6). | Goren, Todd M. | 1.40 | 1,715.00 |
| 15-Sep-20 | Review US Bank's reply in support of motion for determination of post-effective date jurisdiction or in alternative, stay pending appeal; review CQS joinder to US Bank's reply. | Damast, Craig A. | 0.30 | 297.00 |
| 15-Sep-20 | Review US Bank's reply regarding motion to stay effective date (.5); correspond with B. Weiland (Kirkland) regarding motion to stay plan (.3); correspond with S. Rappoport regarding Committee position on stay request (.2); review status of effective date and conditions precedent for Committee update (.4); review correspondence from Kirkland regarding effective date planning (.3). | Marinuzzi, Lorenzo | 1.70 | 2,422.50 |
| 15-Sep-20 | Review papers regarding Midwest Notes motion (.6); review US Bank's reply on appeal stay motion (.3). | Rappoport, Steve | 0.90 | 837.00 |
| 16-Sep-20 | Call with B. Weiland (Kirkland) regarding conditions precedent for effective date. | Marinuzzi, Lorenzo | 0.30 | 427.50 |
| 18-Sep-20 | Review notice of filing of eighth amended plan supplement (.2); correspond with S. Rappoport regarding Kirkland's letter to Judge Bricetti regarding Judge Drain's denial of US Bank's request for stay pending appeal (.1); review same (.1); review US Bank's supplement to motion for determination of post-effective date jurisdiction or in alternative stay pending appeal (.2). | Damast, Craig A. | 0.60 | 594.00 |
| 18-Sep-20 | Review appeal filings regarding request for stay (.6); correspond with internal working group regarding status of regulatory approvals and effective date (.3). | Goren, Todd M. | 0.90 | 1,102.50 |
| 19-Sep-20 | Correspond with internal working group regarding effective date status and timing. | Damast, Craig A. | 0.30 | 297.00 |
| 21-Sep-20 | Correspond with internal working group regarding plan closing call and next steps (.5); correspond with R. Ferraioli regarding plan effective date (.2); correspond with internal working group, Perella and Alix regarding same and upcoming call (.2); review notice of effective date (.1); correspond with internal working group regarding same (.4). | Damast, Craig A. | 1.40 | 1,386.00 |
| 21-Sep-20 | Participate on closing call. | Ferraioli, Raff | 0.90 | 639.00 |

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Matter Number: 017254-0000001
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| Date | Services | Timekeeper | Hours | Value |
|-------------------|---|------------------------|---------------------|------------------|
| 21-Sep-20 | Review correspondence and materials regarding status of closing (.6); correspond with internal working group and Committee members regarding same (.3); review notice of effective date and District Court's pleadings regarding same (.2). | Goren, Todd M. | 1.10 | 1,347.50 |
| 21-Sep-20 | Review closing checklist and flow of funds (.4); correspond with Alix regarding flow of funds (.3); correspond with Kirkland regarding closing (.3); participate on closing call (.9); review correspondence from agents regarding transmission and receipt of wires as part of closing (.2). | Marinuzzi, Lorenzo | 2.10 | 2,992.50 |
| Total: 017 | Plan and Disclosure Statement | | 26.50 | 31,558.00 |
| Reporting | | | | |
| 03-Sep-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| 09-Sep-20 | Update weekly fee tracker. | Richards, Erica J. | 0.10 | 99.50 |
| 16-Sep-20 | Update weekly fee tracker. | Richards, Erica J. | 0.20 | 199.00 |
| Total: 020 | Reporting | | 0.40 | 398.00 |
| Hearings | | | | |
| 14-Sep-20 | Analyze pleadings in connection with upcoming hearing regarding Debtors' motion seeking to establish procedures in furtherance of distributions to holders of Midwest Notes Claims and US Bank's objection thereto (.6); correspond with L. Marinuzzi and R. Ferraioli regarding same (.4); prepare for hearing (.3); correspond with internal working group regarding same (.1). | Richardson Arnould, Ka | 1.40 | 910.00 |
| 15-Sep-20 | Coordinate additional September 16 telephonic hearing appearances. | Guido, Laura | 0.10 | 40.00 |
| 16-Sep-20 | Attend omnibus hearing (telephonically). | Damast, Craig A. | 1.20 | 1,188.00 |
| 16-Sep-20 | Attend omnibus hearing (1.2); analyze update regarding same (.2). | Ferraioli, Raff | 1.40 | 994.00 |
| 16-Sep-20 | Review update regarding hearing on plan distributions; correspond with internal working group regarding same. | Goren, Todd M. | 0.30 | 367.50 |
| 16-Sep-20 | Review results of hearing denying stay and status of appeal. | Marinuzzi, Lorenzo | 0.40 | 570.00 |
| 16-Sep-20 | Attend omnibus hearing (1.2); prepare summary of same (.3); call with Committee regarding same (.1). | Rappoport, Steve | 1.60 | 1,488.00 |
| 18-Sep-20 | Review submissions to District Court regarding September 17 hearing. | Rappoport, Steve | 0.40 | 372.00 |
| Total: 024 | Hearings | | 6.80 | 5,929.50 |
| | | | Current Fees | 53,790.50 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
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Timekeeper Summary

| No. | Timekeeper | Rate | Hours | Value |
|--------------|------------------------|-------------|--------------|------------------|
| 14140 | Goren, Todd M. | 1,225.00 | 6.20 | 7,595.00 |
| 14116 | Marinuzzi, Lorenzo | 1,425.00 | 13.20 | 18,810.00 |
| 22181 | Ferraioli, Raff | 710.00 | 5.20 | 3,692.00 |
| 21823 | Richardson Arnould, Ka | 650.00 | 8.40 | 5,460.00 |
| 19721 | Rappoport, Steve | 930.00 | 5.30 | 4,929.00 |
| 14078 | Richards, Erica J. | 995.00 | 1.50 | 1,492.50 |
| 17323 | Damast, Craig A. | 990.00 | 10.80 | 10,692.00 |
| 13849 | Guido, Laura | 400.00 | 2.80 | 1,120.00 |
| TOTAL | | | 53.40 | 53,790.50 |



Matter Number: 017254-0000001
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Task Code Summary

| Task Code | Description | Hours | Value |
|-----------|--|--------------|------------------|
| 005 | Budgeting (Case) | 0.60 | 426.00 |
| 007 | Case Administration | 5.00 | 3,108.00 |
| 008 | Claims Administration and Objections | 0.10 | 99.00 |
| 011 | Employment and Fee Applications | 1.00 | 767.00 |
| 015 | Meetings and Communications with Creditors | 13.00 | 11,505.00 |
| 017 | Plan and Disclosure Statement | 26.50 | 31,558.00 |
| 020 | Reporting | 0.40 | 398.00 |
| 024 | Hearings | 6.80 | 5,929.50 |
| | TOTAL | 53.40 | 53,790.50 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
Invoice Date: October 19, 2020

Disbursement Detail

| Date | Description | Value |
|------------------------------|--|---------------|
| 20-Aug-20 | Reporting fees, Veritext/New York, Windstream vs. 4187037, 8/18/20, daily certified transcript | 100.80 |
| 17-Sep-20 | Reporting fees, Veritext/New York, transcript | 64.80 |
| 16-Sep-20 | Court filing service, CourtSolutions, R. Ferraioli, 9/16/2020, hearing | 70.00 |
| 16-Sep-20 | Court filing service, CourtSolutions, S. Rappoport, 9/16/2020, hearing | 70.00 |
| Current Disbursements | | 305.60 |

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Matter Number: 017254-0000001
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Invoice Number: 5953331
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Invoice Summary

| | <u>U.S.Dollars</u> |
|-------------------------|--------------------|
| Total Fees | 53,790.50 |
| Total Disbursements | 305.60 |
| Total Amount Due | 54,096.10 |

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5953331
Invoice Date: October 19, 2020

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

| Date | Invoice Number | Currency | Original Invoice Amount | Payments Applied | Amount Outstanding |
|-----------|----------------|----------|-------------------------|------------------|--------------------|
| 30-Apr-20 | 5908172 | USD | 696,633.03 | 564,631.43 | 132,001.60 |
| 31-May-20 | 5916340 | USD | 798,334.20 | 640,266.10 | 158,068.10 |
| 20-Jul-20 | 5928156 | USD | 993,735.28 | 804,175.38 | 189,559.90 |
| 04-Aug-20 | 5932104 | USD | 1,264,332.98 | 1,020,422.48 | 243,910.50 |
| 02-Oct-20 | 5949605 | USD | 83,905.30 | 0.00 | 83,905.30 |