

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

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

**OMNIBUS ORDER GRANTING FINAL FEE  
APPLICATIONS OF PROFESSIONALS FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each final application (each a “Final Application” and collectively the “Final Applications”) [Docket Nos. 2657, 2658, 2659, 2662, and 2663] of the Professionals listed on **Schedule A** hereto, seeking allowance of final compensation and reimbursement of expenses for the period (a) February 25, 2019, through and including June 26, 2020, (b) March 18, 2019, through and including September 21, 2020, (c) March 12, 2019, through and including September 21, 2020, or (d) April 12, 2019, through and including June 26, 2020 (each a, “Final Fee Period”), as the case may be, pursuant to sections 327, 328, and 330, of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374],

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



and it appearing that no other or further notice need be provided; and upon the objection to the Application (the “Objection”); and a hearing having been held on December 17, 2020, to consider the Final Applications (the “Hearing”); and the Court having jurisdiction to consider the Final Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Final Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of the Hearing and all of the proceedings had before the Court; and it appearing, based upon the representation of counsel for the Debtors, that the amounts set forth on Schedule A properly incorporate the Court’s rulings made on the record at the Hearing; and after due deliberation and sufficient cause appearing therefor, including for the reasons stated by the Court in its bench ruling on the Objection at the Hearing, it is

1. ORDERED that the Final Applications are granted to the extent set forth in Schedule A hereto.

2. ORDERED that upon entry of this Order, the Debtors are authorized and directed to remit payment to each of the Professionals in the amounts set forth on Schedule A hereto less all amounts previously paid on account of such fees and expenses

3. ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

White Plains, New York  
Dated: December 21, 2020

*/s/Robert D. Drain*

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

**Final Fee Amounts**

**FINAL FEE APPLICATIONS**  
**FEBRUARY 25, 2019, THROUGH SEPTEMBER 21, 2020**

**Case No:** 19-22312 (RDD)**Schedule A****Case Name:** In re Windstream Holdings, Inc., et al.,

Applicant	Date and Docket Number of Application	Fees Requested on Final Fee Application	Fees Allowed for Final Fee Application	Expenses Requested on Final Fee Application	Expenses Allowed for Final Fee Application
<b>Debtor and UCC Professionals</b>					
Morrison & Foerster LLP <i>Counsel to the Official Committee of Unsecured Creditors</i>	Filed: 11/5/2020 [Docket No. 2657] <i>Final Fee Application</i> (3/12/2019- 9/21/2020)	\$11,090,971.00 <sup>1</sup>	\$11,090,971.00	\$304,178.84	\$304,178.84
AlixPartners, LLP <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	Filed: 11/5/2020 [Docket No. 2658] <i>Final Fee Application</i> (3/12/2019- 9/21/2020)	\$4,247,213.00	\$4,247,213.00	\$13,618.66	\$13,618.66
Perella Weinberg Partners LP <i>Investment Banker to the Official Committee of Unsecured Creditors</i>	Filed: 11/5/2020 [Docket No. 2659] <i>Final Fee Application</i> (3/18/2019- 9/21/2020)	\$10,161,814.61	\$10,161,814.61	\$24,063.60	\$24,063.60
PJT Partners LP <i>Investment Banker to the Debtors</i>	Filed: 11/5/2020 [Docket No. 2662] <i>Final Fee Application</i> (2/25/2019- 6/26/2020)	\$39,002,380.96	\$39,002,380.96	\$58,792.82	\$58,792.82
KPMG LLP <i>Tax Consultants to the Debtors</i>	Filed: 11/5/2020 [Docket No. 2663] <i>Final Fee Application</i> (4/12/2019 - 6/26/2020)	\$6,423,008.00	\$6,423,008.00	\$2,998.77	\$2,998.77
<b>TOTAL</b>		\$70,925,387.57	\$70,925,387.57	\$403,652.69	\$403,652.69

<sup>1</sup> 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 [Docket No. 2279].

Date Order Signed: 12/21/2020

Initials: RDD USBJ